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*This announcement does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States or elsewhere. The Offer Shares are being offered and sold outside the United States in offshore transactions in reliance on Regulation S under the United States Securities Act of 1933, as amended (the “**U.S. Securities Act**”). The Offer Shares have not been and will not be registered under the U.S. Securities Act and may not be offered, sold, pledged or transferred within the United States, except pursuant to an exemption from or in a transaction not subject to the registration requirements of the U.S. Securities Act. There is not and it is not currently intended for there to be any public offering of securities of the Company in the United States.*

*This announcement is for information purpose only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities. This announcement is not a prospectus. Potential investors should read the prospectus dated 31 October 2019 (the “**Prospectus**”) issued by China PengFei Group Limited (the “**Company**”) for detailed information about the Share Offer before deciding whether or not to invest in the Shares thereby being offered. The Company has not been and will not be registered under the U.S. Investment Company Act of 1940, as amended.*

Unless otherwise defined in this announcement, capitalised terms used herein shall have the same meanings as those defined in the Prospectus.

*In connection with the Share Offer, Essence International Securities (Hong Kong) Limited as stabilizing manager (the “**Stabilizing Manager**”), its affiliates or any person acting for it, on behalf of the Underwriters, may effect transactions with a view to stabilizing or supporting the market price of the Shares at a level higher than that which might otherwise prevail for a limited period after Listing Date. However, there is no obligation on the Stabilizing Manager, its affiliates or any person acting for it, to conduct any such stabilizing action, which, if commenced, will be done at the sole and absolute discretion of the Stabilizing Manager, its affiliates or any person acting for it, and may be discontinued at any time. Any such stabilizing activity is required to be brought to an end on the 30th day after the last day for the lodging of applications under the Hong Kong Public Offering. Such stabilization action, if taken, may be effected in all jurisdictions where it is permissible to do so, in each case in compliance with all applicable laws, rules and regulatory requirements, including the Securities and Futures (Price Stabilizing) Rules (Cap. 571W of the Laws of Hong Kong), as amended, made under the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).*

Potential investors should be aware that stabilizing action cannot be taken to support the price of the Shares for longer than the stabilization period which begins on the Listing Date and is expected to expire on Saturday, 7 December 2019, being the 30th day after the last day for the lodging of applications under the Hong Kong Public Offering. After this date, no further stabilizing action may be taken, demand for the Shares, and therefore the price of the Shares, could fall.

China PengFei Group Limited
中国鹏飞集团有限公司

(Incorporated in the Cayman Islands with limited liability)

SHARE OFFER

Number of Offer Shares : 125,000,000 Shares (subject to the Over-allotment Option)
Number of Hong Kong Offer Shares : 12,500,000 Shares (subject to reallocation)
Number of International Offer Shares : 112,500,000 Shares (subject to reallocation and Over-allotment Option)
Offer Price : not more than HK\$1.58 per Offer Share and not less than HK\$1.05 per Offer Share (payable in full on application in Hong Kong dollars, subject to refund, plus brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%)
Nominal value : HK\$0.01 per Share
Stock code : 3348

Sole Sponsor



Essence Corporate Finance (Hong Kong) Limited

Sole Global Coordinator



Essence International Securities (Hong Kong) Limited

Joint Bookrunners



Joint Lead Managers



The Company has applied to the Listing Committee for the granting of the approval for the listing of, and permission to deal in, the Shares in issue and to be issued pursuant to the Share Offer (including any Shares which may be issued under the Capitalisation Issue and pursuant to the exercise of the Over-allotment Option). Assuming the Hong Kong Public Offering becomes unconditional at or before 8:00 a.m. on Friday, 15 November 2019, it is expected that dealings in the Shares on the Stock Exchange will commence at 9:00 a.m. on Friday, 15 November 2019. In the event the Over-allotment Option is exercised, an announcement will be made by the Company which will be posted on the website of the Stock Exchange (www.hkexnews.hk) and on the website of the Company (www.pengfei.com.cn).

The Share Offer comprises the Hong Kong Public Offering of initially 12,500,000 Shares (subject to reallocation), representing 10.0% of the initial number of the Offer Shares, and the International Offering of initially 112,500,000 Shares (subject to reallocation and the Over-allotment Option), representing 90.0% of the initial number of the Offer Shares. The allocation of the Offer Shares between the Hong Kong Public Offering and the International Offering will be subject to reallocation as described in the section headed “Structure and Conditions of the Share Offer” in the Prospectus. In particular, the Sole Global Coordinator may, at its sole discretion, reallocate Offer Shares from the International Offering to the Hong Kong Public Offering to satisfy valid applications under the Hong Kong Public Offering. In accordance with Guidance Letter HKEx-GL91-18 issued by the Stock Exchange, if such reallocation is done other than pursuant to Practice Note 18 of the Listing Rules, the maximum total number of Offer Shares that may be reallocated to the Hong Kong Public Offering following such reallocation shall be not more than double the initial allocation to the Hong Kong Public Offering (i.e. 25,000,000 Offer Shares), and the Offer Price shall be fixed at the low end of the indicative range of the Offer Price (HK\$1.05 per Offer Share as stated in the Prospectus).

Under the International Underwriting Agreement, the Company is expected to grant to the International Underwriters, exercisable by the Joint Bookrunners and Joint Lead Managers (on behalf of the International Underwriters), the Over-allotment Option, exercisable within 30 days from the last day for lodging applications under the Hong Kong Public Offering (the last day for exercise of the Over-allotment Option being Saturday, 7 December 2019) to require the Company to issue up to an aggregate of 18,750,000 additional Offer Shares, representing 15% of the total number of Offer Shares initially available under the Share Offer, at the Offer Price, to cover over-allocations in the International Offering, if any, or the obligation under the Stock Borrowing Agreement.

The Company would like to clarify that on page 366 of the Prospectus under the heading “Stablization” in the section headed “Structure and Conditions of the Share Offer” where the expiry date of the stabilizing period was mentioned, such expiry date should fall on 7 December 2019 instead of 5 December 2019, and the sentence should read as follows:

“no stabilizing action can be taken to support the price of our Shares for longer than the stabilizing period which will begin on the Listing Date, and is expected to expire on 7 December 2019, being the 30th day after the last day for lodging applications under the Hong Kong Public Offering. After this date, when no further stabilising action may be taken, demand for our Shares, and therefore the price of our Shares, could fall;”

The Company confirms that the error on page 366 of the Prospectus as mentioned above was an inadvertent oversight. Save as disclosed above, all other information contained in the Prospectus remains unchanged.

Subject to the granting of the approval for listing of, and permission to deal in, the Shares on the Stock Exchange and compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the Shares on the Stock Exchange or such other date as may be determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second business day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made to enable the Shares to be admitted into CCASS.

The Offer Price will not be more than HK\$1.58 and is currently expected to be not less than HK\$1.05, unless otherwise announced. Applicants for the Hong Kong Offer Shares are required to pay, on application, the maximum Offer Price of HK\$1.58 together with brokerage fee of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%, subject to refund if the Offer Price as finally determined is less than HK\$1.58 per Offer Share.

If an application is rejected, not accepted or accepted in part only, or if the Offer Price as finally determined is less than the maximum amount of HK\$1.58 per Offer Share (excluding brokerage fee, SFC transaction levy and the Stock Exchange trading fee thereon), or if the conditions of the Hong Kong Public Offering set out in the section headed “Structure and Conditions of the Share Offer — Conditions of the Hong Kong Public Offering” in the Prospectus are not fulfilled or if any application is revoked, the application monies, or the appropriate portion thereof, together with

the related brokerage fee, SFC transaction levy and the Stock Exchange trading fee, will be refunded, without interest or the cheque or banker's cashier order will not be cleared. Any refund of your application monies will be made on or before Thursday, 14 November 2019.

Applications for the Hong Kong Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus, the relevant Application Forms and the designated website (www.hkeipo.hk) and the IPO App for HK eIPO White Form.

Applicants who wish to be issued the Hong Kong Offer Shares in their own names should either (i) complete and sign the **WHITE** Application Form; or (ii) submit applications online through the designated website of the **HK eIPO White Form** Service Provider at www.hkeipo.hk or the IPO App (which can be downloaded by searching “**Tricor IPO App**” in App Store or Google Play or downloaded at www.hkeipo.hk/IPOApp or www.tricorglobal.com/IPOApp) under the **HK eIPO White Form** service. Applicants who wish to have the Hong Kong Offer Shares issued in the name of HKSCC Nominees and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or the stock accounts of their designated CCASS Participants maintained in CCASS should either (i) complete and sign the **YELLOW** Application Form or (ii) give **electronic application instructions** to HKSCC via CCASS.

Copies of the Prospectus, together with the **WHITE** Application Form, may be obtained during normal business hours from 9:00 a.m. on Thursday, 31 October 2019 till 12:00 noon on Thursday, 7 November 2019 (or such later date as may apply as described in the section headed “How to Apply for Hong Kong Offer Shares — 10. Effect of Bad Weather or Extreme Conditions on the Opening of the Application Lists” in the Prospectus) from the addresses of the Joint Bookrunners and Joint Lead Managers:

Essence International Securities (Hong Kong) Limited

39th Floor, One Exchange Square, Central, Hong Kong

Solomon JFZ (Asia) Holdings Limited

19A, 19/F, Eton Building, 288 Des Voeux Road Central, Central, Hong Kong

Global Group Securities Limited

Level 17, 33 Des Voeux Road Central, Central, Hong Kong

Nobleseed Securities Limited

Unit 802-7, 8th Floor, Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong

or any of the designated branches of Bank of China (Hong Kong) Limited, the receiving bank:

District	Branch name	Address
Hong Kong Island	Chai Wan Branch	Block B, Walton Estate, 341-343 Chai Wan Road, Chai Wan, Hong Kong
Kowloon	Tsim Sha Tsui Branch	24-28 Carnarvon Road, Tsim Sha Tsui, Kowloon
New Territories	Tuen Mun San Hui Branch	G13-G14 Eldo Court, Heung Sze Wui Road, Tuen Mun, New Territories

Copies of the Prospectus, together with the **YELLOW** Application Form, may be obtained during normal business hours from 9:00 a.m. on Thursday, 31 October 2019 till 12:00 noon on Thursday, 7 November 2019 from the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong or your stockbroker, who may have the **YELLOW** Application Form and the Prospectus available.

The **WHITE** or **YELLOW** Application Form completed in accordance with the instructions printed thereon, together with a cheque or banker's cashier order payable to "BANK OF CHINA (HONG KONG) NOMINEES LIMITED — CHINA PENGFEI PUBLIC OFFER" attached should be deposited in the special collection boxes provided at any of the designated branches of the receiving bank referred to above on such dates and during such time as specified in the Application Forms.

Your **WHITE** or **YELLOW** Application Form can be lodged at the following times on the following dates:

Thursday, 31 October 2019 — 9:00 a.m. to 5:00 p.m.
Friday, 1 November 2019 — 9:00 a.m. to 5:00 p.m.
Saturday, 2 November 2019 — 9:00 a.m. to 1:00 p.m.
Monday, 4 November 2019 — 9:00 a.m. to 5:00 p.m.
Tuesday, 5 November 2019 — 9:00 a.m. to 5:00 p.m.
Wednesday, 6 November 2019 — 9:00 a.m. to 5:00 p.m.
Thursday, 7 November 2019 — 9:00 a.m. to 12:00 noon

Applicants may apply online through the **HK eIPO White Form** by submitting an application through the designated website at www.hkeipo.hk or IPO App (24 hours daily, except on the last day for applications) from 9:00 a.m. on Thursday, 31 October

2019 till 11:30 a.m. on Thursday, 7 November 2019 and the latest time for completing full payment of application monies in respect of such applications will be 12:00 noon on Thursday, 7 November 2019 or such later date as described in the section headed “How to Apply for Hong Kong Offer Shares — 10. Effect of Bad Weather or Extreme Conditions on the Opening of the Application Lists” in the Prospectus.

CCASS Clearing/Custodian Participants can input **electronic application instructions** at the following times on the following dates⁽¹⁾:

Thursday, 31 October 2019 — 9:00 a.m. to 8:30 p.m.
Friday, 1 November 2019 — 8:00 a.m. to 8:30 p.m.
Saturday, 2 November 2019 — 8:00 a.m. to 1:00 p.m.
Monday, 4 November 2019 — 8:00 a.m. to 8:30 p.m.
Tuesday, 5 November 2019 — 8:00 a.m. to 8:30 p.m.
Wednesday, 6 November 2019 — 8:00 a.m. to 8:30 p.m.
Thursday, 7 November, 2019 — 8:00 a.m. to 12:00 noon

Note:

(1) The times in this paragraph are subject to change as HKSCC may determine from time to time with prior notification to CCASS Clearing/Custodian Participants.

CCASS Investor Participants can input **electronic application instructions** from 9:00 a.m. on Thursday, 31 October 2019 until 12:00 noon on Thursday, 7 November 2019 (24 hours daily, except on Thursday, 7 November 2019, the last day for applications).

The latest time for inputting your **electronic application instructions** will be 12:00 noon on Thursday, 7 November 2019, the last application day or such later time as described in the section headed “How to Apply for Hong Kong Offer Shares — 10. Effect of Bad Weather or Extreme Conditions on the Opening of the Application Lists” in the Prospectus.

The application for the Hong Kong Offer Shares will commence on Thursday, 31 October 2019 through Thursday, 7 November 2019. The application monies (including the brokerage fee, SFC transaction levy and Stock Exchange trading fee) will be held by the receiving bank and on behalf of the Company after the closing of the application lists and the refund monies, if any, will be returned to the applicants without interest on or before Thursday, 14 November 2019. Investors should be aware that the dealings in the Shares on the Stock Exchange are expected to commence on Friday, 15 November 2019.

The period during which an application for the Hong Kong Offer Shares can be lodged pursuant to the terms of the Prospectus and the Application Forms will expire on Thursday, 7 November 2019. Such period is longer than the time period usually adopted in other initial public offering transactions in Hong Kong.

Please refer to the sections headed “Structure and Conditions of the Share Offer” and “How to Apply for Hong Kong Offer Shares” of the Prospectus for details of the conditions and procedures of the Hong Kong Public Offering.

The Company expects to announce the final Offer Price, the level of indications of interest in the International Offering, the level of applications in the Hong Kong Public Offering and the basis of allocations of the Hong Kong Offer Shares on Thursday, 14 November 2019 on the website of the Company at www.pengfei.com.cn and the website of the Hong Kong Stock Exchange at www.hkexnews.hk.

The results of allocations and the Hong Kong identity card / passport / Hong Kong business registration numbers of successful applicants under the Hong Kong Public Offering will be made available through a variety of channels at the times and date and in the manner specified in the section headed “How to Apply for Hong Kong Offer Shares — 11. Publication of Results” in the Prospectus.

If an application is rejected, not accepted or accepted in part only, or if the Offer Price as finally determined is less than the maximum Offer Price of HK\$1.58 per Offer Share (excluding brokerage fee, SFC transaction levy and the Stock Exchange trading fee thereon), or if the conditions of the Hong Kong Public Offering are not fulfilled in accordance with “Structure and Conditions of the Share Offer — Conditions of the Hong Kong Public Offering” in the Prospectus or if any application is revoked, the application monies, or the appropriate portion thereof, together with the related brokerage fee, SFC transaction levy and the Stock Exchange trading fee, will be refunded, without interest or the cheque or banker’s cashier order will not be cleared.

Any refund of your application monies will be made on or before Thursday, 14 November 2019.

No temporary documents of title will be issued in respect of the Shares and no receipt will be issued for sums paid on application. Share certificates will only become valid at 8:00 a.m. on Friday, 15 November 2019, provided that the Share Offer has become unconditional and the right of termination described in the section headed “Underwriting” in the Prospectus has not been exercised. Dealings in the Shares are expected to commence at 9:00 a.m. on Friday, 15 November 2019. The Shares will be traded in board lots of 2,000 Shares each. The stock code of the Shares is 3348.

By order of the Board
China PengFei Group Limited
WANG Jiaan
Chairman

Hong Kong, 31 October 2019

As of the date of this announcement, the board of directors of the Company comprises Mr. WANG Jiaan (Chairman), Mr. ZHOU Yinbiao, Mr. DAI Xianru, and Mr. BEN Daolin as executive Directors, and Mr. ZHANG Lanrong, Mr. DING Zaiguo, and Mr. MAK Hing Keung, Thomas as independent non-executive Directors.