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*Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the prospectus dated 12 December 2023 (the “**Prospectus**”) issued by FAR International Holdings Group Company Limited (the “**Company**”).*

This announcement is for information purposes only and does not constitute an offer or an invitation to induce an offer by any person to acquire, purchase or subscribe for any securities of the Company. This announcement is not a prospectus. Potential investors should read the Prospectus for detailed information about the Company and the Share Offer described below before deciding whether or not to invest in the Offer Shares. Any investment decision in relation to the Offer Shares should be taken solely in reliance on the information provided in the Prospectus.

*This announcement is not for release, publication, distribution, directly or indirectly, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia). This announcement does not constitute or form a part of any offer to sell or solicitation to purchase or subscribe for securities in the United States or in any other jurisdiction. The Offer Shares have not been and will not be registered under the United States Securities Act of 1933, as amended from time to time (the “**U.S. Securities Act**”) or securities law of any state or other jurisdiction of the United States and may not be offered, sold, pledged or transferred within the United States, except in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act. There will be no public offer of the Offer Shares in the United States. The Offer Shares are being offered and sold solely outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act.*

The Sole Overall Coordinator confirms that there has been no over-allocation of the Shares under the Placing. Therefore, the Over-allotment Option will not be exercised. In view of the fact that there has been no over-allocation of the Shares under the Placing, no stabilising action will be taken during the stabilisation period.

Potential investors of the Offer Shares should note that the Sole Overall Coordinator and Joint Global Coordinators (for themselves and on behalf of the Public Offer Underwriters) shall be entitled to terminate the Public Offer Underwriting Agreement with immediate effect upon the occurrence of any of the events set out in the section headed “Underwriting — Underwriting arrangements and expenses — The Public Offer Underwriting Agreement — Grounds for termination” in the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date (which is currently expected to be on Friday, 22 December 2023).

FAR International Holdings Group Company Limited

泛遠國際控股集團有限公司

(incorporated in the Cayman Islands with limited liability)

SHARE OFFER

Number of Offer Shares	:	140,000,000 Shares
Number of Public Offer Shares	:	14,000,000 Shares
Number of Placing Shares	:	126,000,000 Shares
Offer Price	:	HK\$0.90 per Offer Share, plus brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.00565% and AFRC transaction levy of 0.00015%
Nominal Value	:	HK\$0.01 per Share
Stock Code	:	2516

Sole Sponsor and Sole Overall Coordinator



Joint Global Coordinators, Joint Bookrunners and Joint Lead Managers



Joint Bookrunners and Joint Lead Managers



FAR INTERNATIONAL HOLDINGS GROUP COMPANY LIMITED /

泛遠國際控股集團有限公司

ANNOUNCEMENT OF FINAL OFFER PRICE AND ALLOTMENT RESULTS

Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the prospectus dated 12 December 2023 (the “**Prospectus**”) issued by FAR International Holdings Group Company Limited (the “**Company**”).

SUMMARY

Company information

Stock code	2516
Stock short name	FAR INTL
Dealings commencement date	22 December 2023*

*see note at the end of the announcement

Price Information

Final Offer Price	HK\$0.900
Offer Price Range	HK\$0.900 - HK\$1.220
Offer Price Adjustment exercised	No

Offer Shares and Share Capital

Number of Offer Shares	140,000,000
Number of Offer Shares in Public Offer	14,000,000
Number of Offer Shares in Placing	126,000,000
Number of issued shares upon Listing	780,000,000

Offer Size Adjustment Option (Upsize option)

Number of additional shares issued under the option	-
- Public Offer	-
- Placing	-

Over-allocation

No. of Offer Shares over-allocated	0
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Note: As no over-allocation of Placing Shares has been made, the Over-allotment Option has not been and will not be exercised, and no additional proceeds are expected to be received by the Company in this connection.

Proceeds

Gross proceeds (Note)	HK\$ 126.00 million
Less: Estimated listing expenses payable based on Final Offer Price	HK\$ (59.11) million
Net proceeds	HK\$ 66.89 million

Note: Gross proceeds refers to the amount to which the issuer is entitled to receive. For details of the use of proceeds, please refer to the Prospectus dated 12 December 2023.

ALLOTMENT RESULTS DETAILS

PUBLIC OFFER

No. of valid applications	3,747
No. of successful applications	1,124
Subscription level	14.49 times
Claw-back triggered	No
No. of Offer Shares initially available under the Public Offer	14,000,000
Final no. of Offer Shares under the Public Offer	14,000,000
% of Offer Shares under the Public Offer to the Share Offer	10.00%

Note: For details of the final allocation of shares to the Public Offer, investors can refer to www.eipo.com.hk/eIPOAllotment to perform a search by name or identification number or www.eipo.com.hk/eIPOAllotment for the full list of allottees.

PLACING

No. of places	130
Subscription Level	1.04 times
No. of Offer Shares initially available under the Placing	126,000,000
Final no. of Offer Shares under the Placing	126,000,000
% of Offer Shares under the Placing to the Share Offer	90.00%

The Directors confirm that, to the best of their knowledge, information and belief, (i) none of the Offer Shares subscribed by the placees and the public have been financed directly or indirectly by the Company, any of the Directors, chief executive of the Company, controlling shareholders, substantial shareholders, existing shareholders of the Company or any of its subsidiaries or their respective close associates; and (ii) none of the placees and the public who have purchased the Offer Shares are accustomed to taking instructions from the Company, any of the Directors, chief executive of the Company, controlling shareholders, substantial shareholders, existing shareholders of the Company or any of its subsidiaries or their respective close associates in relation to the acquisition, disposal, voting or other disposition of Shares registered in his/her/its name or otherwise held by him/her/it.

The placees in the Placing include the following:

Cornerstone Investors

Investor	No. of Offer Shares allocated	% of Offer Shares	% of total issued share capital after the Share Offer	Existing shareholders or their close associates
Liu Liyun / 劉莉筠	16,664,000	11.90%	2.14%	No
Guo Shaojun / 郭少俊	16,664,000	11.90%	2.14%	No
Yang Yingwu / 楊英武	22,220,000	15.87%	2.85%	No
Total	55,548,000	39.68%	7.12%	

LOCK-UP UNDERTAKINGS

Controlling Shareholders

<i>Name</i>	<i>Number of shares held in the Company subject to lock-up undertakings upon listing</i>	<i>% of shareholding in the Company subject to lock-up undertakings upon listing</i>	<i>Last day subject to the lock-up undertakings</i>
Wang Quan, Zi Yue Holdings Limited, Gensis FAR Holdings Limited and Hangzhou Aiyuan Investment Management Partnership (Limited Partnership)* / 王泉, 子越控股有限公司, 天遠控股有限公司及杭州愛遠投資管理合夥企業(有限合夥) ^{Note 1}	263,189,164	33.74%	21 June 2024 (First Six-Month Period) ^{Note 2}
			21 December 2024 (Second Six-Month Period) ^{Note 3}
Subtotal	263,189,164	33.74%	

In accordance with the relevant Listing Rule/guidance materials, the required lock-up for the first six-month period ends on 21 June 2024 and for the second six-month period, on 21 December 2024.

Notes

1. Immediately following completion of the Capitalisation Issue and the Share Offer, Zi Yue Holdings Limited (“Zi Yue”) and Gensis FAR Holdings Limited (“Gensis FAR”) will be interested in approximately 28.3607% and 5.3815% of the Company’s total issued share capital respectively.

Zi Yue is an investment holding company and is wholly-owned by Wang Quan (“Mr. Wang”). Gensis FAR is a company wholly-owned by Hangzhou Aiyuan Investment Management Partnership (Limited Partnership)* (杭州愛遠投資管理合夥企業(有限合夥)) (“Hangzhou Aiyuan L.P.”), a limited partnership in which Mr. Wang is interested in approximately 37.88% of its equity interest.

Accordingly, immediately following completion of the Capitalisation Issue and the Share Offer, Mr. Wang will be interested in approximately 33.7422% of the Company’s issued share capital through Zi Yue and Gensis FAR. For the purpose of the Listing Rules, Mr. Wang, Zi Yue, Gensis FAR, Hangzhou Aiyuan L.P. are a group of Controlling Shareholders.

2. The Controlling Shareholder will cease to be prohibited from disposing of or transferring Shares after the indicated date.
3. The Controlling Shareholder may dispose of or transfer Shares after the indicated date subject to that the Controlling Shareholder will not cease to be a Controlling Shareholder.

* For identification purpose only

Cornerstone Investors

<i>Name</i>	<i>Number of shares held in the Company subject to lock-up undertakings upon listing</i>	<i>% of shareholding in the Company subject to lock-up undertakings upon listing</i>	<i>Last day subject to the lock-up undertakings</i> Note
Yang Yingwu / 楊英武	22,220,000	2.85%	21 June 2024
Liu Liyun / 劉莉筠	16,664,000	2.14%	21 June 2024
Guo Shaojun / 郭少俊	16,664,000	2.14%	21 June 2024
Subtotal	55,548,000	7.12%	

In accordance with the relevant Listing Rule/guidance materials, the required lock-up ends on 21 June 2024.

Note:

The Cornerstone Investors will cease to be prohibited from disposing of or transferring Shares after the indicated date.

PLACEE CONCENTRATION ANALYSIS

Placees	Number of Shares allotted	Allotment as % of Placing	Allotment as % of total Offer Shares	Number of Shares held upon Listing	% of total issued share capital upon Listing
Top 1	22,220,000	17.63%	15.87%	22,220,000	2.85%
Top 5	72,444,000	57.50%	51.75%	72,444,000	9.29%
Top 10	94,208,000	74.77%	67.29%	94,208,000	12.08%
Top 25	124,968,000	99.18%	89.26%	124,968,000	16.02%

Notes

* *Ranking of placees is based on the number of Shares allotted to the placees.*

SHAREHOLDER CONCENTRATION ANALYSIS

Shareholders	Number of Shares allotted	Allotment as % of Placing	Allotment as % of total Offer Shares	Number of Shares held upon Listing	% of total issued share capital upon Listing
Top 1	0	0.00%	0.00%	263,189,164	33.74%
Top 5	0	0.00%	0.00%	456,777,193	58.56%
Top 10	38,884,000	30.86%	27.77%	554,360,711	71.07%
Top 25	82,440,000	65.43%	58.89%	697,657,183	89.44%

Notes

* Ranking of Shareholders is based on the number of Shares (of all classes) held by the Shareholder upon Listing.

BASIS OF ALLOCATION UNDER THE PUBLIC OFFER

Subject to the satisfaction of the conditions set out in the Prospectus, valid applications made by the public will be conditionally allocated on the basis set out below:

NO. OF SHARES APPLIED FOR	NO. OF SHARES APPLIED FOR	BASIS OF ALLOTMENT / BALLOT	APPROXIMATE PERCENTAGE ALLOTTED OF THE TOTAL NO. OF SHARES APPLIED FOR
POOL A			
4,000	1,813	140 out of 1,813 to receive 4,000 Shares	7.72%
8,000	558	85 out of 558 to receive 4,000 Shares	7.62%
12,000	104	23 out of 104 to receive 4,000 Shares	7.37%
16,000	54	15 out of 54 to receive 4,000 Shares	6.94%
20,000	90	31 out of 90 to receive 4,000 Shares	6.89%
24,000	99	40 out of 99 to receive 4,000 Shares	6.73%
28,000	24	11 out of 24 to receive 4,000 Shares	6.55%
32,000	16	8 out of 16 to receive 4,000 Shares	6.25%
36,000	11	6 out of 11 to receive 4,000 Shares	6.06%
40,000	523	314 out of 523 to receive 4,000 Shares	6.00%

60,000	37	33 out of 37 to receive 4,000 Shares	5.95%
80,000	192	4,000 Shares plus 13 out of 192 to receive additional 4,000 Shares	5.34%
100,000	45	4,000 Shares plus 14 out of 45 to receive additional 4,000 Shares	5.24%
120,000	21	4,000 Shares plus 12 out of 21 to receive additional 4,000 Shares	5.24%
140,000	6	4,000 Shares plus 5 out of 6 to receive additional 4,000 Shares	5.24%
160,000	21	8,000 Shares	5.00%
180,000	9	8,000 Shares plus 2 out of 9 to receive additional 4,000 Shares	4.94%
200,000	26	8,000 Shares plus 11 out of 26 to receive additional 4,000 Shares	4.85%
300,000	8	12,000 Shares plus 5 out of 8 to receive additional 4,000 Shares	4.83%
400,000	31	16,000 Shares plus 25 out of 31 to receive additional 4,000 Shares	4.81%
500,000	16	24,000 Shares	4.80%
600,000	4	28,000 Shares	4.67%
700,000	2	32,000 Shares	4.57%
800,000	6	36,000 Shares	4.50%
900,000	2	40,000 Shares	4.44%
1,000,000	8	44,000 Shares	4.40%
1,500,000	2	64,000 Shares	4.27%
2,000,000	2	84,000 Shares	4.20%
2,500,000	1	104,000 Shares	4.16%
3,000,000	1	124,000 Shares	4.13%
	3,732	Total number of Pool A successful applicants: 1,109	
POOL B			
4,500,000	12	432,000 Shares	9.60%
5,000,000	1	480,000 Shares	9.60%

7,000,000	2	668,000 Shares	9.54%
	15	Total number of Pool B successful applicants: 15	

As of the date of this announcement, the relevant subscription monies previously deposited in the designated nominee accounts have been remitted back to the accounts of all HKSCC participants. Investors should contact their relevant brokers for any inquiries.

COMPLIANCE WITH LISTING RULES AND GUIDANCE

The Directors confirm that, except for the Listing Rules that have been waived and/or in respect of which consent has been obtained, the Company has complied with the Listing Rules and guidance materials in relation to the placing, allotment and listing of the Company's shares.

The Directors confirm that, to the best of their knowledge, the consideration paid by the placees or the public (as the case may be) directly or indirectly for each Offer Share subscribed for or purchased by them was the same as the final Offer Price in addition to any brokerage, AFRC transaction levy, SFC transaction levy and trading fee payable.

DISCLAIMERS

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This announcement is for information purposes 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 12 December 2023 issued by FAR International Holdings Group Company Limited for detailed information about the Share Offer described below before deciding whether or not to invest in the Shares thereby being offered.

**Potential investors of the Offer Shares should note that the Sole Overall Coordinator and the Joint Global Coordinators (for themselves and on behalf of the Public Offer Underwriters) shall be entitled to terminate their obligations under the Public Offer Underwriting Agreement with immediate effect upon the occurrence of any of the events set out in the paragraph headed "Underwriting – Underwriting Arrangements and Expenses – Public Offer Underwriting Agreement"*

– Grounds for Termination” in the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date (which is currently expected to be on 22 December 2023).

PUBLIC FLOAT

The Directors confirm that:

- (i) immediately following completion of the Share Offer and the Capitalisation Issue, at least 25% of the total number of issued Shares will be held by the public, in compliance with Rule 8.08(1) of the Listing Rules;
- (ii) the Shares will be held by at least 300 Shareholders at the time of Listing, in compliance with Rule 8.08(2) of the Listing Rules;
- (iii) the three largest public Shareholders will not hold more than 50% of the Shares held in public hands at the time of Listing, in compliance with Rule 8.08(3) of the Listing Rules;
- (iv) no placee will, individually, be placed more than 10% of the enlarged issued share capital of the Company immediately after the Share Offer; and
- (v) there will not be any new substantial Shareholder (as defined in the Listing Rules) of the Company immediately after the Share Offer.

COMMENCEMENT OF DEALINGS

Share certificates will only become valid at 8:00 a.m. (Hong Kong time) on Friday, 22 December 2023, provided that the Share Offer has become unconditional and the right of termination described in the section headed “Underwriting — Underwriting arrangements and expenses — Public Offer Underwriting Agreement — Grounds for termination” in the Prospectus has not been exercised. Investors who trade Shares prior to the receipt of Share certificates or the Share certificates becoming valid evidence of title do so entirely at their own risk.

Assuming that the Share Offer becomes unconditional at or before 8:00 a.m. (Hong Kong time) on Friday, 22 December 2023, it is expected that dealings in the Shares on the Stock Exchange will commence at 9:00 a.m. on Friday, 22 December 2023. The Shares will be traded in board lots of 4,000 Shares each. The stock code of the Shares is 2516.

By order of the Board
FAR International Holdings Group Company Limited
Wang Quan
Chairman and Executive Director

Hong Kong, 21 December 2023

As at the date of this announcement, the executive Directors of the Company are Mr. Wang Quan, Ms. Zhang Min, Mr. Yang Zhilong, Mr. Zhang Guangyang and Mr. Zhu Jiong; the non-executive Director of the Company is Mr. Wang Tiantian; and the independent non-executive Directors of the Company are Mr. Ye Xingyue, Mr. Ren Tiangan, and Mr. Sun Peng.

This announcement is available for viewing on the website of the Company at www.far800.com and the website of the Stock Exchange at www.hkexnews.hk.