

Unless otherwise defined, capitalized terms and expressions used in this announcement shall have the same meanings as those defined in the prospectus dated 30 June 2016 (the “**Prospectus**”) of Classified Group (Holdings) Limited (the “**Company**”).

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and Hong Kong Securities Clearing Company Limited (“**HKSCC**”) 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.

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of the Company. Potential investors should read the Prospectus for detailed information about the Placing described below before deciding whether or not to invest in the Placing Shares thereby being offered.

Classified Group (Holdings) Limited

(Incorporated in the Cayman Islands with limited liability)

LISTING ON THE GROWTH ENTERPRISE MARKET OF THE STOCK EXCHANGE OF HONG KONG LIMITED BY WAY OF PLACING

Number of Placing Shares	:	140,000,000 Shares comprising 80,000,000 New Shares and 60,000,000 Sale Shares (subject to the Offer Size Adjustment Option)
Placing Price	:	Not more than HK\$0.55 per Placing Share and expected to be not less than HK\$0.45 per Placing Share, plus brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund)
Nominal value	:	HK\$0.01 per Share
Stock code	:	8232

Sole Sponsor



Guotai Junan Capital Limited

Joint Bookrunners and Joint Lead Managers



Guotai Junan Securities (Hong Kong) Limited



**太平洋基業證券有限公司
Pacific Foundation Securities Limited**

Printed copies of the Prospectus as required by the GEM Listing Rules and the Companies (Winding Up and Miscellaneous Provisions) Ordinance are available, for information purpose only, from 9:00 a.m. to 5:00 p.m. (Hong Kong time) during business days from Thursday, 30 June 2016 up to and including Friday, 8 July 2016 at the offices of Guotai Junan Securities (Hong Kong) Limited, 27th Floor, Low Block, Grand Millennium Plaza, 181 Queen's Road, Central, Hong Kong and Pacific Foundation Securities Limited at 11th Floor, New World Tower II, 16-18 Queen's Road Central, Hong Kong.

Pursuant to the Underwriting Agreement, the Company is offering 80,000,000 New Shares for subscription and the Selling Shareholders are offering in aggregate 60,000,000 Sale Shares for purchase by way of Placing at the Placing Price, in aggregate representing 35% of the issued share capital of the Company upon completion of the Placing and Capitalisation Issue, on and subject to the terms and conditions set out in the Underwriting Agreement and the Prospectus.

Application has been made to the Stock Exchange for the listing of, and permission to deal in, the Shares issued and to be issued as described in the Prospectus and the Underwriting Agreement, including the Placing, the Capitalisation Issue and any Shares which may fall to be issued upon the exercise of the Offer Size Adjustment Option or any options that may be granted under the Share Option Scheme.

Application for the Placing Shares will only be considered on the basis of the terms and conditions as stated in the Prospectus and the Underwriting Agreement. The Placing is conditional upon the fulfilment of the conditions set forth under the paragraph headed "Conditions of the Placing" in the section headed "Structure and Conditions of the Placing" in the Prospectus. The Placing Shares are fully underwritten by the Underwriters pursuant to the Underwriting Agreement. Prospective investors of the Placing Shares should note that Pacific Foundation Securities Limited is entitled, in its absolute discretion, (for itself and on behalf of the Underwriters) to terminate their obligations under the Underwriting Agreement by notice in writing to the Company (for itself and on behalf of the Selling Shareholders), upon the occurrence of any of the events set forth under the paragraph headed "Grounds for termination" in the section headed "Underwriting" in the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date (which is expected to be on Monday, 11 July 2016). In the event that the conditions of the Placing as mentioned therein are not fulfilled or waived on or before such dates and times, the Placing will lapse and the Stock Exchange will be notified immediately. Notice of the lapse of the Placing will be published by the Company on the website of the Stock Exchange at www.hkexnews.hk and the Company's website at www.classifiedgroup.com.hk on the next business day following the date of such lapse.

Subject to the granting by the Stock Exchange of the listing of, and permission to deal in, the Shares on GEM as mentioned in the Prospectus, as well as compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in the CCASS with effect from the Listing Date or on any 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 for the Shares to be admitted into CCASS.

The Placing Price is expected to be fixed by the Price Determination Agreement between the Joint Bookrunners (for themselves and on behalf of the Underwriters) and the Company (for itself and on behalf of the Selling Shareholders) on the Price Determination Date, which is currently scheduled to be on or before Wednesday, 6 July 2016.

If, for whatever reason, the Joint Bookrunners (for themselves and on behalf of the Underwriters) and the Company (for itself and on behalf of the Selling Shareholders) are unable to reach agreement on the Placing Price on the Price Determination Date, the Placing will not become unconditional and will lapse. In such event, the Company will issue an announcement to be published on the Stock Exchange's website at www.hkexnews.hk and the Company's website at www.classifiedgroup.com.hk.

The Placing Price is not more than HK\$0.55 per Placing Share and expected to be not less than HK\$0.45 per Placing Share. The final Placing Price will fall within the indicative Placing Price range as stated in the Prospectus unless otherwise announced, as further explained below.

If, based on the level of indication of interest expressed by prospective institutional, professional or other investors during the book-building process, the Joint Bookrunners (for themselves and on behalf of the Underwriters) consider it appropriate, and with the consent of the Company (for itself and on behalf of the Selling Shareholders), the indicative Placing Price range may be reduced below that stated in the Prospectus at any time on or before the Price Determination Date. In such a case, the Company will, as soon as practicable following the decision to make such reduction, cause to be published on the websites of the Stock Exchange and the Company an announcement of such change. Such announcement will also include confirmation or revision, as appropriate, of the working capital statement, the Placing statistics as currently set out in the section headed "Summary" in the Prospectus, and any other financial information which may change as a result of such reduction.

Share certificates for the Placing Shares only become valid documents of title when the Placing has become unconditional in all respects and the Underwriting Agreement has not been terminated in accordance with its terms prior to 8:00 a.m. (Hong Kong time) on the Listing Date, which is expected to be Monday, 11 July 2016. The Company will not issue any temporary document of title. No receipt will be issued for the subscription monies received in respect of the Placing Shares.

The announcement on the final Placing Price, the level of indications of interest in the Placing and the basis of allocations of the Placing Shares will be published on the website of the Stock Exchange at www.hkexnews.com.hk and the Company's website at www.classifiedgroup.com.hk on or before Friday, 8 July 2016.

Dealings in the Shares on GEM are expected to commence at 9:00 a.m. (Hong Kong time) on Monday, 11 July 2016. Shares will be traded in board lots of 5,000 Shares each. The GEM stock code for the Shares is 8232.

By order of the Board
Classified Group (Holdings) Limited
Wong Arnold Chi Chiu
Chairman and executive Director

Hong Kong, 30 June 2016

As at the date of this announcement, the executive Directors are Mr. Wong Arnold Chi Chiu, Mr. Lo Yeung Kit Alan and Mr. Pong Kin Yee and the independent non-executive Directors are Dr. Chan Kin Keung Eugene, Mr. Chum Kwan Yue Desmond and Mr. Ng Chun Fai Frank.

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 in this announcement misleading.

This announcement and a copy of the Prospectus will remain on the Stock Exchange's website at www.hkexnews.hk and in the case of this announcement, on the "Latest Company Announcements" page for at least seven days from the date of its posting. This announcement and a copy of the Prospectus will also be published on the Company's website at www.classifiedgroup.com.hk.