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JOLIMARK HOLDINGS LIMITED
(Incorporated in the Cayman Islands with limited liability)
(Stock code: 2028)

**(1) COMPLETION OF TOP-UP PLACING OF EXISTING SHARES AND
SUBSCRIPTION OF NEW SHARES;
AND
(2) UPDATE ON THE STATUS OF THE PUBLIC FLOAT OF THE
COMPANY**

PLACING AGENT



The Board is pleased to announce that completion of the Placing and the Subscription took place on 16 December 2016 and 21 December 2016 respectively in accordance with the terms and conditions of the Placing and Subscription Agreement.

Reference is made to the announcement of the Company dated 13 December 2016 in relation to the Placing and the Subscription (“**Announcement**”). Unless otherwise stated, capitalised terms used in this announcement shall have the same meanings as those defined in the **Announcement**.

COMPLETION OF TOP-UP PLACING OF EXISTING SHARES AND SUBSCRIPTION OF NEW SHARES

The Board is pleased to announce that completion of the Placing and the Subscription took place on 16 December 2016 and 21 December 2016, respectively. Pursuant to the terms and conditions of the Placing and Subscription Agreement, an aggregate of 12,000,000 Placing Shares have been successfully placed by the Placing Agent to not less than six placees at the Placing Price of HK\$1.60 per Placing Share. To the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, the placees (and their beneficial owners, where applicable) are (i) independent of, not connected with and not acting in concert with or directly or indirectly funded by any of the Vendor or its concert parties; (ii) not connected persons of the Company and are independent of and not connected with the Company, the directors, chief executive or substantial shareholders of the Company or its subsidiaries, or any of their respective associates; and (iii) have not become substantial shareholders of the Company immediately following the Placing.

The shareholding structure of the Company (a) as at the date of the Placing and Subscription Agreement; (b) immediately after the completion of the Placing but before the Subscription; and (c) immediately after the completion of the Placing and the Subscription are as follows:

Shareholders	Shareholding as at the date of the Placing and Subscription Agreement		Shareholding immediately after completion of the Placing but before the Subscription		Shareholding immediately after completion of the Placing and the Subscription	
	Number of Shares	%	Number of Shares	%	Number of Shares	%
The Vendor	417,721,533	66.73	405,721,533	64.79	417,721,533	65.45
Kent C. McCarthy ("Mr. McCarthy")	63,442,000	10.14	70,244,000 (Note)	11.22	70,244,000 (Note)	11.01
Placees	–	–	12,000,000	1.91	12,000,000	1.88
Public shareholders	<u>144,800,967</u>	<u>23.13</u>	<u>138,238,467</u>	<u>22.08</u>	<u>138,238,467</u>	<u>21.66</u>
Total	<u>625,964,500</u>	<u>100.00</u>	<u>626,204,000</u>	<u>100.00</u>	<u>638,204,000</u>	<u>100.00</u>

Note:

As stated in the announcement of the Company dated 20 December 2016, Mr. McCarthy acquired an additional 6,802,000 Shares. As a result of which, his interest in the Company has increased to 11.01% upon completion of the Placing and the Subscription.

UPDATE ON THE STATUS OF THE PUBLIC FLOAT OF THE COMPANY

Reference is made to the announcement of the Company dated 2 December 2016 and 20 December 2016 in relation to the lack of public float of the Company and Mr. McCarthy's recent purchase of Shares.

Immediately upon completion of the Placing and the Subscription, approximately 23.54% of the Shares was held by the public. Accordingly, the public float of the Company is still below the minimum 25% requirement required by Rule 8.08 of the Listing Rules. The Company will consider further steps to restore the public float of the Company. Further announcement will be made by the Company on the restoration of public float as and when appropriate.

By order of the Board of
Jolimark Holdings Limited
Au Kwok Lun
Director

Hong Kong, 21 December 2016

As at the date of this announcement, the executive directors of the Company are Mr. Au Pak Yin, Mr. Au Kwok Lun and Mr. Ou Guo Liang, and the independent non-executive directors of the Company are Mr. Lai Ming, Joseph, Mr. Meng Yan, Mr. Xu Guangmao and Mr. Yeung Kwok Keung.