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F8 ENTERPRISES (HOLDINGS) GROUP LIMITED

F 8 企 業 (控 股) 集 團 有 限 公 司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8347)

TERMINATION OF THE PLACING OF CONVERTIBLE BONDS UNDER GENERAL MANDATE

Reference is made to the announcements of F8 Enterprises (Holdings) Group Limited (the “**Company**”) dated 6 December 2018 and 20 December 2018 (collectively, the “**Announcements**”) in relation to the Placing Agreement, pursuant to which the Placing Agent has conditionally agreed to procure, on a best-effort basis, not less than six Placées to subscribe for the Convertible Bonds up to an aggregate principal amount of HK\$40,000,000. Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcements.

As the conditions precedent of the Placing Agreement have not been fulfilled on or before 6:00 p.m. on 27 December 2018, the Company and the Placing Agent (together, the “**Parties**”) mutually agreed to terminate the Placing Agreement with immediate effect and all rights, obligations and liabilities of the Parties under the Placing Agreement have ceased and determined and neither Parties shall have any claim against the others in respect of the Placing save for any antecedent breach thereof.

The Directors believe that the termination of the Placing Agreement and the Placing contemplated thereunder has no material adverse impact on the financial position and operations of the Company. The Company may consider engaging in further fund raising activities taking into account the future development of the Group and the market conditions. The Company will keep the market informed by way of announcement in compliance with the GEM Listing Rules as and when appropriate.

By Order of the Board
F8 Enterprises (Holdings) Group Limited
Fong Chun Man
Director

Hong Kong, 27 December 2018

As at the date of this announcement, the chairman and the executive Director of the Company is Mr. FONG Chun Man, the executive Directors of the Company are Ms. LO Pui Yee, Mr. CHAN Chi Fai and Mr. LI Hok Yin; and the independent non-executive Directors of the Company are Mr. CHUI Chi Yun, Robert, Mr. KWONG Yuk Lap and Mr. WANG Anyuan.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purposes of giving information with regard to 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 herein or this announcement misleading.

This announcement will be published on the GEM website at www.hkgem.com on the “Latest Company Announcement” page for at least 7 days from the date of publication and on the Company’s website at www.f8.com.hk.