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PF Group Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8221)

RESTORATION OF PUBLIC FLOAT AND RESUMPTION OF TRADING

Financial adviser

VEDA | CAPITAL
智 略 資 本

Reference is made to the announcement issued by the Company dated 24 December 2020 (the “**Announcement**”). Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement.

RESTORATION OF PUBLIC FLOAT

The Company has been informed by the Offeror that on 5 January 2021, the Offeror and its Concert Parties have completed to place down a total number of 264,880,000 Shares to independent third parties (the “**Placing**”). Upon completion of the Placing, the interest of the Offeror and its Concert Parties has been reduced to 75%. Accordingly, upon completion of the Placing, a total of 500,000,000 Shares, representing 25% of the issued share capital of the Company, are being held by the public in compliance with the minimum public float requirement under Rule 11.23(7) of the GEM Listing Rules.

The table below sets out the shareholding structure of the Company immediately after completion of the Placing:

Shareholders	As at the date of this announcement	
	Number of Shares	%
The Offeror	1,199,640,000	59.98
Fok Kit Yee	360,000	0.02
Mega Wise Group Limited (<i>Note</i>)	300,000,000	15.00
Public Shareholders	<u>500,000,000</u>	<u>25.00</u>
Total	<u>2,000,000,000</u>	<u>100.00</u>

Note: Mega Wise Group Limited is wholly-owned by Dr. Lee Chun Pong Bruce, the executive Director and chairman of the Company.

RESUMPTION OF TRADING

Trading in the Shares on the Stock Exchange has been suspended with effect from 9:00 a.m. on 14 December 2020 pending the restoration of the public float requirement under the GEM Listing Rules. Application has been made by the Company to the Stock Exchange for the resumption of trading in the Shares with effect from 9:00 a.m. on 6 January 2021.

By order of the Board
PF Group Holdings Limited
Fok Yuk Tong
Executive Director

Hong Kong, 5 January 2021

As at the date of this announcement, the Board comprises nine Directors, namely Mr. Fok Yuk Tong, Ms. Hsieh Ching Chun, Dr. Lee Chun Pong Bruce (Chairman), Mr. Zhong Chu Jian and Ms. Fok Kit Yee as executive Directors; Ms. Fong Man Julisa as non-executive Director; and Mr. Wong Che Man Eddy, Mr. Tang Yiu Wing and Ms. Chan Hoi Wuen Katherine as independent non-executive Directors.

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 herein or this announcement misleading.

This announcement will remain on the “Latest Listed Company Information” page of the GEM website at www.hkgem.com for at least 7 days from the date of its posting and be posted on the website of the Company at www.pfs.com.hk.