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PineStone 鼎石
Pinestone Capital Limited
鼎石資本有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8097)

**COMPLETION OF PLACING OF NEW SHARES
UNDER GENERAL MANDATE**

Placing Agent

PineStone 鼎石
Pinestone Securities Limited

Reference is made to the announcement (the “**Announcement**”) of the Pinestone Capital Limited (the “**Company**”) dated 13 May 2016 in relation to the Placing of Shares under the General Mandate. Capitalised terms used in this announcement have the same meanings as those defined in the announcement unless the context requires otherwise.

COMPLETION OF PLACING OF NEW SHARES

The Board is pleased to announce that with all the conditions of the Placing Agreement have been fulfilled, completion of the Placing took place on 2 June 2016 in accordance with the terms and conditions of the Placing Agreement. A total of 110,000,000 Placing Shares have been successfully placed by the Placing Agent and issued to not less than six Placees who and whose ultimate beneficial owners are not connected persons of the Company and are third parties independent of, and not connected with, the Company, any Director(s), chief executive(s) or substantial shareholder(s) of the Company or any of its subsidiaries or their respective associates at the Placing price of HK\$0.55 per Placing Share. None of the Placees has become a substantial shareholder (as defined under the GEM Listing Rules) immediately after completion of the Placing.

An aggregate of 110,000,000 Placing Shares represent approximately 2.29% of the existing issued share capital of the Company of 4,800,000,000 Shares before the completion of the Placing and approximately 2.24% of the then issued share capital of 4,910,000,000 Shares as enlarged by the Placing.

The net proceeds from the Placing amount to approximately HK\$59.90 million will be used for the repayment of a corporate loan of 8% interest of HK\$10 million to reduce the financing cost of the Group, the expansion of the securities-backed lending services and for the general working capital of the Group.

EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

The effects of the shareholding structure of the Company immediately before and after completion of the Placing is set out as below:

Shareholders	Before completion of the Placing		As at the date of this announcement (After completion of the Placing)	
	Number of Shares	Approximate % of shareholding	Number of Shares	Approximate % of shareholding
Substantial				
HCC & Co Limited (<i>Note 1</i>)	2,520,000,000	52.50	2,520,000,000	51.32
Snail Capital Limited (<i>Note 2</i>)	1,080,000,000	22.50	1,080,000,000	22.00
Public				
Placees	–	–	110,000,000	2.24
Other public Shareholders	<u>1,200,000,000</u>	<u>25.00</u>	<u>1,200,000,000</u>	<u>24.44</u>
Total	<u>4,800,000,000</u>	<u>100.00</u>	<u>4,910,000,000</u>	<u>100.00</u>

Notes:

- (1) HCC & Co Limited is 100% owned by Mr. Cheung Yan Leung Henry, who is the beneficial owner of 2,520,000,000 shares in the Company. Mr. Cheung Yan Leung Henry is deemed to be interested in the Shares held by HCC & Co Limited for the purpose of SFO.
- (2) Snail Capital Limited is 100% wholly owned by Mr. Jonathan Cheung, who is the beneficial owner of 1,080,000,000 shares in the Company. Mr. Jonathan Cheung is deemed to be interested in the Shares held by Snail Capital Limited for the purpose of the SFO.

BOARD OF DIRECTORS

As at the date of this announcement, the directors of the Company are:

Executive Directors:

Mr. Cheung Yan Leung Henry

Mr. Jonathan Cheung

Independent Non-executive Directors:

Mr. Yeung King Wah

Mr. Lai Tze Leung George

Mr. So Stephen Hon Cheung

By Order of the Board of
PINESTONE CAPITAL LIMITED
Cheung Yan Leung Henry
Chairman

Hong Kong, 2 June 2016

This announcement, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The directors of the Company, 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 GEM website at www.hkgem.com on the “Latest Listed Company Information” page for at least seven days from the day of its publication and posting and will be published and remains on the website of the Company at www.pinestone.com.hk.