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*Unless otherwise defined, capitalised terms and expressions used in this announcement shall have the same meanings as those defined in the prospectus dated 29 May 2015 (the “Prospectus”) issued by Pinestone Capital Limited (the “Company”).*

*This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for shares or other securities of the Company. Prospective 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.*

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

*(Incorporated in the Cayman Islands with limited liability)*

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

**Number of Placing Shares : 120,000,000 Shares**  
**Placing Price : HK\$0.50 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)**  
**Nominal value : HK\$0.01 per Share**  
**Stock code : 8097**

**Sponsor**

**ALTUS CAPITAL LIMITED**

**Underwriter**

**Hantec Securities Co., Limited**

## SUMMARY

- The Placing Price has been determined at HK\$0.50 per Placing Share (exclusive of brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%).
- Based on the Placing Price of HK\$0.50 per Placing Share, the net proceeds from the Placing to be received by the Company, after deducting the underwriting fees and other expenses, are estimated to be approximately HK\$45.0 million.
- The 120,000,000 Placing Shares offered by the Company under the Placing were slightly over-subscribed.
- The 120,000,000 Placing Shares offered under the Placing were fully subscribed and have been conditionally allocated to a total of 139 selected individual, professional and institutional investors.
- The Directors confirm that all placees under the Placing are independent of and not connected with the Company and any of the Directors, chief executive, Controlling Shareholders, substantial shareholders or significant shareholders (as defined under the GEM Listing Rules) of the Company or any of its subsidiaries, and their respective close associates (as defined in the GEM Listing Rules) or any person or group of persons as stated in Rule 10.12(4) of the GEM Listing Rules or any nominees of the foregoing. No placee, individually, has been or will be placed more than 10.0% of the enlarged issued share capital of the Company immediately after completion of the Capitalisation Issue and the Placing. The Directors confirm that there will not be any new substantial shareholder of the Company immediately after completion of the Capitalisation Issue and the Placing within the meaning of the GEM Listing Rules.
- Pursuant to Rule 11.23(7) of the GEM Listing Rules, the Company is required to maintain a public float of not less than 25.0% of its total number of issued shares at the time when the Shares commence dealings on GEM and at all times thereafter. Pursuant to Rule 11.23(8) of the GEM Listing Rules, not more than 50.0% of the Shares in public hands at the time of Listing shall be owned by the three largest public Shareholders. The Directors confirm that, immediately after completion of the Capitalisation Issue and the Placing, the public float of the Company will be approximately 25.0% of the enlarged issued share capital of the Company, and not more than 50.0% of the Shares in public hands at the time of Listing will be owned by the three largest public Shareholders.
- No receipt will be issued for application monies paid. The Company will not issue temporary documents of title.
- Dealings in the Shares on GEM are expected to commence at 9:00 a.m. (Hong Kong time) on Friday, 12 June 2015. The Shares will be traded in board lots of 5,000 Shares each. The stock code of the Shares is 8097.

**Investors should be aware that the concentration of Shareholders may affect the liquidity of the Shares. Consequently, Shareholders and potential investors are advised to exercise caution when dealing in the Shares.**

## PLACING PRICE AND USE OF NET PROCEEDS

The Placing Price has been determined at HK\$0.50 per Placing Share (exclusive of brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%).

Based on the Placing Price of HK\$0.50 per Placing Share, the net proceeds from the Placing to be received by the Company are estimated to be approximately HK\$45.0 million. The Directors intend to apply the net proceeds from the Placing for the purposes and in the amounts set out below:

<b>Use of net proceeds</b>	<b>Percentages of net proceeds %</b>	<b>Amount of net proceeds HK\$ million</b>
<i>Expansion of the Company's securities-backed lending services</i>	<b>91.1</b>	<b>41.0</b>
– Expansion of margin financing portfolio	80.0	36.0
– Expansion of money lending portfolio	11.1	5.0
<i>General Working Capital and other corporate purposes</i>	<b>8.9</b>	<b>4.0</b>
<b>Total:</b>	<b>100.0</b>	<b>45.0</b>

## LEVEL OF INDICATION OF INTERESTS UNDER THE PLACING

The 120,000,000 Placing Shares offered under the Placing were slightly over-subscribed.

## RESULTS OF ALLOCATION

Pursuant to the Placing, 120,000,000 Shares have been conditionally allocated to a total of 139 individual, professional and institutional investors. The distribution of the Placing Shares is set forth as below:

	<b>Aggregate number of Placing Shares allocated</b>	<b>Aggregate percentage of the total number of Placing Shares allocated</b>	<b>Approximate percentage of shareholding over the enlarged issued share capital of the Company immediately after completion of the Capitalisation Issue and the Placing</b>
Top placee	20,000,000	16.66%	4.16%
Top 5 placees	60,000,000	50.00%	12.50%
Top 10 placees	84,200,000	70.17%	17.54%
Top 25 placees	115,700,000	96.41%	24.10%

<b>Number of Placing Shares Allocated</b>	<b>Number of Places</b>
5,000 to 50,000	99
50,001 to 500,000	15
500,001 to 5,000,000	22
5,000,001 and above	3
<b>Total:</b>	<b><u>139</u></b>

The Directors confirm that all places under the Placing are independent of and not connected with the Company and any of the Directors, chief executive, Controlling Shareholders, substantial shareholders or significant shareholders (as defined under the GEM Listing Rules) of the Company or any of its subsidiaries, and their respective close associates (as defined in the GEM Listing Rules) or any person or group of persons as stated in Rule 10.12(4) of the GEM Listing Rules or any nominees of the foregoing. No placee, individually, has been or will be placed more than 10.0% of the enlarged issued share capital of the Company immediately after completion of the Capitalisation Issue and the Placing. The Directors confirm that there will not be any new substantial shareholder of the Company immediately after completion of the Capitalisation Issue and the Placing within the meaning of the GEM Listing Rules.

**Investors should be aware that the concentration of Shareholders may affect the liquidity of the Shares. Consequently, Shareholders and potential investors are advised to exercise caution when dealing in the Shares.**

#### **MINIMUM PUBLIC FLOAT REQUIREMENT**

Pursuant to Rule 11.23(7) of the GEM Listing Rules, the Company is required to maintain a public float of not less than 25.0% of its total number of issued shares at the time when the Shares commence dealings on GEM and at all times thereafter. Pursuant to Rule 11.23(8) of the GEM Listing Rules, not more than 50.0% of the Shares in public hands at the time of Listing shall be owned by the three largest public Shareholders. The Directors confirm that, immediately after completion of the Capitalisation Issue and the Placing, the public float of the Company will be approximately 25.0% of the enlarged issued share capital of the Company, and not more than 50.0% of the Shares in public hands at the time of Listing will be owned by the three largest public Shareholders.

#### **DEPOSIT OF SHARE CERTIFICATES INTO CCASS**

Subject to the granting of the approval for the listing of, and permission to deal in, the Shares in issue and to be issued on GEM and the compliance by the Company with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the Listing Date (i.e. Friday, 12 June 2015) or on such other date as 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.

**No receipt will be issued for application monies paid. The Company will not issue temporary documents of title.**

The share certificates issued in respect of the Placing Shares will be deposited into CCASS on or before Thursday, 11 June 2015 for credit to the respective CCASS participants' stock accounts designated by the Underwriter, the places or their respective agents (as the case may be).

Prospective investors of the Placing Shares should note that the Underwriter is entitled to terminate the Underwriting Agreement with immediate effect by giving notice in writing to the Company upon the occurrence of any of the events set forth under the paragraph headed "Grounds for termination" under the section headed "Underwriting" of the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date which is expected to be Friday, 12 June 2015. In the event that the Underwriting Agreement is terminated, the Placing will lapse and an announcement will be published by the Company on the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk), the GEM website at [www.hkgem.com](http://www.hkgem.com) and the Company's website at [www.pinestone.com.hk](http://www.pinestone.com.hk) accordingly.

All share certificates will only become valid certificates 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. on the Listing Date.

## **COMMENCEMENT OF DEALINGS**

Dealings in the Shares on GEM are expected to commence at 9:00 a.m. (Hong Kong time) on Friday, 12 June 2015. If there is any change to the expected timetable, an announcement will be published immediately by the Company on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company's website at [www.pinestone.com.hk](http://www.pinestone.com.hk). Shares will be traded in board lots of 5,000 Shares each. The stock code of the Shares is 8097.

By order of the Board of Directors  
**Pinestone Capital Limited**  
**Cheung Yan Leung Henry**  
*Chairman and Executive Director*

Hong Kong, 11 June 2015

*As at the date of this announcement, the executive Directors of the Company are Mr. Cheung Yan Leung Henry, and Mr. Cheung Jonathan, and the independent non-executive Directors are Mr. Yeung King Wah, Mr. Lai Tze Leung George and Mr. So Stephen Hon Cheung.*

*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 website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the GEM website at [www.hkgem.com](http://www.hkgem.com), in the case of the announcement, on the "Latest Company Announcements" page for seven days from the day of its posting. This announcement and a copy of the Prospectus will also be published on the Company's website at [www.pinestone.com.hk](http://www.pinestone.com.hk).*