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CHINA TRUSTFUL GROUP LIMITED
中國之信集團有限公司

(incorporated in Bermuda with limited liability)

(Stock Code: 8265)

SUPPLEMENTAL ANNOUNCEMENT
PLACING OF CONVERTIBLE BONDS UNDER
GENERAL MANDATE
AMENDMENTS TO THE EXISTING PLACING AGREEMENTS
AND
APPOINTMENT OF ADDITIONAL PLACING AGENT

Reference is made to the announcement of China Trustful Group Limited (the “Company”, together with its subsidiaries, the “Group”) dated 19 June 2019 in relation to the placing of convertible bonds under general mandate (the “Announcement”) and 20 June 2019 in relation to the appointment of additional placing agent. Unless otherwise defined, capitalised terms used herein shall have the same meanings as defined in the Announcement.

GENERAL MANDATE

As disclosed in the Announcement, it is stated that the Placing and the issue and allotment of the Conversion Shares are not subject to additional Shareholders’ approval as the Conversion Shares falling to be issued upon conversion of the Convertible Bonds will be issued under the General Mandate. As at the date of the Announcement, the General Mandate has not been utilised.

The Company would like to clarify that the Company announced the placing of new shares under general mandate (the “Placing of New Shares”) on 24 May 2019 and a listing approval of 60,776,000 Shares in relation thereto has been granted by the Stock Exchange. Completion of the Placing of New Shares took place on 24 June 2019. The Company confirmed that the General Mandate is sufficient for the allotment and issue of the 60,776,000 Shares issued pursuant to the Placing of New Shares and 360,000,000 Conversion Shares upon full conversion of the Convertible Notes without adjustment.

FUND RAISING ACTIVITIES IN THE PAST TWELVE MONTHS

The Company entered into the placing agreement for the Placing of New Shares on 24 May 2019, completion of which took place on 24 June 2019. Details of the Placing of New Shares are set out as follow:

Date of initial announcement	Fund raising activity	Net proceeds raised	Intended use of proceeds	Actual use of proceeds at the date of this announcement
24 May 2019	Placing of 60,776,000 new Shares at the placing price of HK\$0.53 per share under general mandate	Approximately HK\$31.41 million	As working capital to the Group to meet any future development and obligations and for development of technology, equipment and infrastructure for new energy bus, including but not limited to, applying electric charging system and hydrogen charging system into traditional gas station	To be used as intend

Save for the Placing of New Shares, the Company has not conducted any fund raising activity in the past twelve (12) months immediately preceding the date of this announcement.

AMENDMENTS TO THE EXISTING PLACING AGREEMENTS

As disclosed in the Announcements, the Company entered into the Existing Placing Agreements with the Existing Placing Agents in relation to the placing of convertible bonds under general mandate. Pursuant to the Existing Placing Agreements, among the things, (i) the placing period commences on the date immediately following the date of the First Placing Agreement and terminates at 5:00 p.m. on the 90th day after the date of the First Placing Agreement (or such other period as agreed by the Existing Placing Agents and the Company); and (ii) the long stop date for the Existing Placing Agreements is 90 days from the date of the First Placing Agreement, or such other date as may be agreed between the Company and the Existing Placing Agents.

The Board announces that on 27 June 2019 (after trading hours) the Company entered into the Supplemental Placing Agreements with the Existing Placing Agents to amend the terms of the Existing Placing Agreements in relation to placing period and long stop date as follows:

Placing period

The period commencing on the date immediately following the date of First Placing Agreement and terminating at 5:00 p.m. on the 21st day after the date of the First Placing Agreement.

Long stop date

21 days from the date of the First Placing Agreement.

Save as the amendments as disclosed above, the other terms of the Existing Placing Agreements remained unchanged.

APPOINTMENT OF ADDITIONAL PLACING AGENT

The Board is pleased to announce that on 27 June 2019 (after trading hours) the Company entered into the Third Placing Agreement with the Third Placing Agent with terms and conditions being substantially same as the non-exclusive Existing Placing Agreements as amended and supplemented by the Supplemental Placing Agreements.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, as at the date of this announcement, the Third Placing Agent and the ultimate beneficial owner(s) are Independent Third Parties. Please refer to the Announcements and the above paragraph headed "Amendments to the Existing Placing Agreements" in this announcement for the principal terms of the Existing Placing Agreements.

Shareholders and potential investors should note that the Placing is subject to the fulfillment of the conditions precedent set out in the Placing Agreement, and may or may not proceed. Shareholders and investors should exercise caution when dealing in the Shares.

DEFINITIONS

The following terms have the following meanings in this announcement unless the context otherwise requires:

“Announcements”	the announcements of Company dated 19 June 2019 and 20 June 2019 in relation to the placing of convertible bonds under general mandate and the appointment of additional placing agent
“Existing Placing Agreements”	the placing agreements entered into between the Company and the Existing Placing Agents dated 19 June 2019 and 20 June 2019, respectively, in relation to the placing of convertible bonds under general mandate
“Existing Placing Agents”	SBI China Capital Financial Services Limited and South China Securities Limited
“First Placing Agreement”	the placing agreement entered into between the Company and SBI China Capital Financial Services Limited dated 19 June 2019 in relation to the placing of convertible bonds under general mandate
“Supplemental Placing Agreements”	the supplemental placing agreements entered into between the Company and the Existing Placing Agents dated 27 June 2019 to amend the certain terms of the Existing Placing Agreements
“Third Placing Agreement”	the placing agreements entered into between the Company and the Third Placing Agent dated 27 June 2019 in relation to the placing of convertible bonds under general mandate
“Third Placing Agent”	Lego Securities Limited

By order of the Board
China Trustful Group Limited
Fei Jie
Chairman and Executive Director

Hong Kong, 27 June 2019

As at the date of this announcement, the executive Directors are Mr. Fei Jie (Chairman), Mr. Zhang Genjiang and Mr. Fung Chi Kin and Wong Kin Fai and the independent non-executive Directors are Mr. Jim Yiu Ming, Mr. Sit Sai Hung, Billy and Mr. Shen Ruolei.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited 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 GEM of The Stock Exchange of Hong Kong Limited at www.hkgem.com on the “Latest Company Announcements” page for at least 7 days from the date of its posting.

This announcement will also be published and remains on the website of the Company at www.china-trustful.com.