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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)

**PLACING OF CONVERTIBLE BONDS IN AN
AGGREGATE AMOUNT OF HK\$252,000,000
UNDER GENERAL MANDATE**

LAPSE OF THE PLACING AGREEMENTS

Reference is made to the announcement of China Trustful Group Limited (the “**Company**”) dated 19 June 2019 and announcements thereafter in relation to, among other things, the placing of Convertible Bonds in the aggregate amount of HK\$252,000,000 (the “**Announcements**”). Unless otherwise expressly indicated, capitalised terms used herein shall have the same meanings as those defined in the Announcements.

As (i) certain Conditions Precedent under the Placing Agreements have not been fulfilled or waived (as the case may be) prior to the Long Stop Date (i.e. 10 July 2019), and (ii) the Long Stop Date has not been extended by the Company and the Placing Agents, the Company hereby announces that the Placing Agreements have lapsed and the transactions contemplated thereunder will not proceed. All rights and obligations of the Company and the Placing Agents stipulated under the Placing Agreements shall cease to have any effect (save and except in accordance with the terms of the Placing Agreements).

The Board believe that the lapse of the Placing Agreements does not have any material adverse effect on the operation, business and financial position of the Group as a whole. The Group may consider engaging in further fund raising activities taking into account the future development of the Group.

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

Hong Kong, 10 July 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.