

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this joint announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this joint announcement.

This joint announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of Golden Faith Group Holdings Limited.

**GREATLY SUCCESS INVESTMENT
TRADING LIMITED**

大德投資貿易有限公司

(Incorporated in the Republic of Seychelles with limited liability)

**GOLDEN FAITH GROUP
HOLDINGS LIMITED**

高豐集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 2863)

JOINT ANNOUNCEMENT

**(1) ACQUISITION OF THE SALE SHARES IN THE COMPANY
BY THE OFFEROR;**

**(2) MANDATORY UNCONDITIONAL CASH OFFER BY SOMERLEY
CAPITAL LIMITED FOR AND ON BEHALF OF THE OFFEROR FOR
ALL THE ISSUED SHARES OF THE COMPANY (OTHER THAN THOSE
ALREADY OWNED AND AGREED TO BE ACQUIRED BY THE OFFEROR
AND PARTIES ACTING IN CONCERT WITH IT);**

AND

(3) RESUMPTION OF TRADING

Financial adviser to the Offeror



SOMERLEY CAPITAL LIMITED

Independent Financial Adviser to the Independent Board Committee



THE SHARE PURCHASE AGREEMENT

The Company was informed by the Vendor that on 21 October 2018, the Vendor, the Offeror and the Guarantor entered into the Share Purchase Agreement, pursuant to which the Vendor agreed to sell and the Offeror agreed to purchase the Sale Shares, representing approximately 25.93% of the total issued share capital of the Company as at the date of this joint announcement. Completion of the Share Purchase Agreement took place immediately upon the signing of the Share Purchase Agreement on 21 October 2018.

MANDATORY UNCONDITIONAL CASH OFFER

Prior to Completion, the Offeror and the parties acting in concert with it (excluding the Vendor) were in aggregate interested in a total of 160,000,000 Shares (representing approximately 29.63% of the total issued share capital of the Company as at the date of this joint announcement). Immediately after Completion and as at the date of this joint announcement, the Offeror and parties acting in concert with it (excluding the Vendor) are in aggregate interested in a total of 300,000,000 Shares, representing approximately 55.56% of the total issued share capital of the Company as at the date of this joint announcement.

Upon Completion, the Offeror is required under Rule 26.1 of the Takeovers Code to make the Offer for all the issued Shares (other than those already owned or agreed to be acquired by the Offeror and parties acting in concert with it).

As at the date of this joint announcement, there are 540,000,000 Shares in issue. The Company has not issued any share options under the Share Option Scheme.

As at the date of this joint announcement, the Company does not have any outstanding options, derivatives, warrants or securities which are convertible or exchangeable into Shares or which confer rights to require the issue of Shares and has not entered into any agreement for the issue of such options, derivatives, warrants or securities which are convertible or exchangeable into Shares or which confer rights to require the issue of Shares. The Company also has no other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) other than the Shares as at the date of this joint announcement.

PRINCIPAL TERMS OF THE OFFER

Somerley will make the Offer on behalf of the Offeror in compliance with the Takeovers Code and on the following terms:

The Offer

For each Offer Share. HK\$0.5038 in cash

The Offer Price of HK\$0.5038 per Offer Share under the Offer is the same as the purchase price per Sale Share payable by the Offeror under the Share Purchase Agreement. The Offer will be extended to all Shareholders other than the Offeror and parties acting in concert with it in accordance with the Takeovers Code.

The Offer will be unconditional in all aspects when made.

Irrevocable Undertakings

As at the date of this joint announcement, Cheung Kam Fai holds 40,000,000 Shares (representing approximately 7.41% of the issued share capital of the Company as at the date of this joint announcement). Cheung Kam Fai has given an irrevocable undertaking in favour of the Offeror, pursuant to which he has undertaken that he (i) shall not accept the Offer in respect of these 40,000,000 Shares; and (ii) shall not sell, transfer or otherwise dispose of, or charge, pledge or otherwise encumber, or grant any option or other right over these Shares and/or otherwise make these Shares available for acceptance for the Offer.

Upon Completion, the Vendor holds 32,500,000 Shares (representing approximately 6.02% of the issued share capital of the Company as at the date of this joint announcement). The Guarantor has given an irrevocable undertaking in favour of the Offeror, pursuant to which he has undertaken that he (i) shall not accept or procure the acceptance by the Vendor of the Offer in respect of these 32,500,000 Shares; (ii) will procure that the Vendor shall not, sell, transfer or otherwise dispose of, or charge, pledge or otherwise encumber, or grant any option or other right over these Shares and/or otherwise make these Shares available for acceptance for the Offer; and (iii) will not dispose of, or charge, pledge or otherwise encumber, or grant any option or other right over the shares in Vendor held by him.

Value of the Offer

Based on the Offer Price of HK\$0.5038 per Offer Share and 540,000,000 Shares in issue as at the date of this joint announcement (including the Sale Shares), the entire issued share capital of the Company is valued at HK\$272,052,000.

Excluding (a) the Excluded Shares held by the Vendor and Cheung Kam Fai which will not be tendered for acceptance of the Offer pursuant to the Irrevocable Undertakings; and (b) 300,000,000 Shares held by the Offeror and parties acting in concert with it (excluding the Vendor) upon Completion, the number of Shares subject to the Offer is 167,500,000 Shares. In the event the Offer is accepted in full, the maximum amount payable by the Offeror under the Offer will be HK\$84,386,500, assuming there is no change in the issued share capital of the Company from the date of this joint announcement up to the close of the Offer.

INDEPENDENT BOARD COMMITTEE AND INDEPENDENT FINANCIAL ADVISER

The Independent Board Committee has been established in accordance with Rule 2.1 of the Takeovers Code to advise and give a recommendation to the Independent Shareholders as to whether the terms of the Offer are fair and reasonable and as to the acceptance of the Offer. The Company has appointed Opus Capital Limited as the Independent Financial Adviser to advise the Independent Board Committee in respect of the Offer and, in particular, as to whether the Offer is fair and reasonable and as to the acceptance of the Offer.

DESPATCH OF THE COMPOSITE DOCUMENT

It is the intention of the Offeror and the Company to combine the offer document and the Company's board circular in the Composite Document to be posted. Pursuant to Rule 8.2 of the Takeovers Code, the Composite Document setting out, among others, (i) further details of the Offer; (ii) the recommendation from the Independent Board Committee; (iii) a letter of advice from the Independent Financial Adviser to the Independent Board Committee in respect of the Offer; and (iv) the relevant form(s) of acceptance, is required to be despatched to the Shareholders within 21 days after the date of this joint announcement or such later date as the Executive may approve. However, the Company and the Offeror intend to include the Company's financial information for the year ended 30 September 2018 in the Composite Document for Shareholders' assessment of the Offer. An application has been made to the Executive for an extension of time to despatch the Composite Document to a date on or before 31 December 2018. The Executive has indicated that it is minded to grant such consent. Further announcement(s) will be made when the Composite Document is despatched.

RESUMPTION OF TRADING IN THE SHARES

At the request of the Company, trading in the Shares on the Stock Exchange was halted with effect from 9:00 a.m. on 22 October 2018 pending the publication of this joint announcement. An 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 23 October 2018.

WARNING

Shareholders and potential investors should note that the Independent Board Committee has yet to consider and evaluate the Offer. This joint announcement is made in compliance with the Takeovers Code for the purpose of, amongst other things, informing Shareholders of the fact that the Company has been informed that the Offer will be made. The Directors make no recommendation as to the fairness or reasonableness of the Offer or as to the acceptance of the Offer in this joint announcement.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares. If Shareholders and potential investors are in any doubt about their position, they should consult their own professional advisers.

The Company was informed by the Vendor that on 21 October 2018, the Vendor, the Offeror and the Guarantor entered into the Share Purchase Agreement, pursuant to which the Vendor agreed to sell and the Offeror agreed to purchase the Sale Shares, representing approximately 25.93% of the total issued share capital of the Company as at the date of this joint announcement. Details of the Share Purchase Agreement are set out in the section headed “A. *The Share Purchase Agreement*” below in this joint announcement.

Completion of the Share Purchase Agreement took place immediately upon the signing of the Share Purchase Agreement, resulting in the Offeror and parties acting in concert with it (excluding the Vendor) being interested in 300,000,000 Shares, representing approximately 55.56% of the total issued share capital of the Company as at the date of this joint announcement, and incurring an obligation for the Offeror to make the Offer under the Takeovers Code. Details of the Offer are set out under the section headed “C. *Principal terms of the Offer*” below in this joint announcement.

A. THE SHARE PURCHASE AGREEMENT

Date 21 October 2018

Parties

Purchaser: Greatly Success

Vendor: Superior Ace

Guarantor: Mr. Yung

Before completion of the Share Purchase Agreement, the Vendor was interested in 172,500,000 Shares, representing approximately 31.94% of the entire issued share capital of the Company as at the date of this joint announcement. Pursuant to the Share Purchase Agreement, the Vendor agreed to sell and the Offeror agreed to purchase a total of 140,000,000 Shares at a total cash consideration of HK\$70,532,000 (equivalent to HK\$0.5038 per Sale Share). The Sale Shares represent approximately 25.93% of the total issued share capital of the Company as at the date of this joint announcement.

The Guarantor, Mr. Yung On Wah, is the sole legal and beneficial shareholder of the Vendor, who has agreed to provide the Offeror with guarantee and undertaking in accordance with the terms and conditions of the Share Purchase Agreement to ensure, inter alia, that the Vendor properly performs its obligations under the Share Purchase Agreement.

The Sale Shares being acquired by the Offeror pursuant to the Share Purchase Agreement are free from any Encumbrance together with all rights attached to them as at the date of Completion or subsequently becoming attached to them. The obligations and liabilities of the Vendor under the Share Purchase Agreement are guaranteed by the Guarantor.

Consideration for the Sale Shares

The Consideration for the Sale Shares under the Share Purchase Agreement was HK\$70,532,000, representing HK\$0.5038 per Sale Share.

The Offeror settled the Consideration in Hong Kong dollars at Completion in one lump sum. The Consideration for the Sale Shares was agreed between the Offeror and the Vendor after arm's length negotiations, taking into account (i) the financial performance and business outlook of the Group; and (ii) the prevailing market prices of the Shares. The Consideration paid by the Offeror was financed by its internal resources.

Completion

Completion of the Share Purchase Agreement took place immediately upon the signing of the Share Purchase Agreement on 21 October 2018.

B. MANDATORY UNCONDITIONAL CASH OFFER

As at the date of this joint announcement, there are 540,000,000 Shares in issue and the Company has not issued any share options under the Share Option Scheme.

As at the date of this joint announcement, the Company does not have any outstanding options, derivatives, warrants or securities which are convertible or exchangeable into Shares or which confer rights to require the issue of Shares and has not entered into any agreement for the issue of such options, derivatives, warrants or securities which are convertible or exchangeable into Shares or which confer rights to require the issue of Shares. The Company also has no other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) other than the Shares as at the date of this joint announcement.

Immediately prior to Completion, the Offeror and the parties acting in concert with it (excluding the Vendor) were in aggregate interested in a total of 160,000,000 Shares, representing approximately 29.63% of the total issued share capital of the Company as at the date of this joint announcement. Immediately after Completion and as at the date of this joint announcement, the Offeror and parties acting in concert with it (excluding the Vendor) are in aggregate interested in a total of 300,000,000 Shares, representing approximately 55.56% of the total issued share capital of the Company as at the date of this joint announcement.

Upon Completion, the Offeror is required under Rule 26.1 of the Takeovers Code to make the Offer for all the issued Shares (other than those already owned or agreed to be acquired by the Offeror and parties acting in concert with it).

C. PRINCIPAL TERMS OF THE OFFER

Somerley will make the Offer, on behalf of the Offeror, in compliance with the Takeovers Code and on the terms to be set out in the Composite Document.

The terms of the Offer are more particularly detailed below.

1. The Offer

For each Offer Share HK\$0.5038 in cash

The Offer Price of HK\$0.5038 per Offer Share under the Offer is the same as the purchase price per Sale Share payable by the Offeror under the Share Purchase Agreement. The Offer will be extended to all Shareholders other than the Offeror and parties acting in concert with it in accordance with the Takeovers Code. The Offer Shares to be acquired under the Offer shall be fully paid and free from all Encumbrance and together with all rights and benefits attached thereto, including all rights to any dividend or other distribution declared, made or paid on or after the date on which the Offer is made, being the date of the Composite Document.

The Offer will be unconditional in all aspects when made.

Comparison of value

The Offer Price of HK\$0.5038 represents:

- (a) a premium of approximately 8.3% over the closing price of HK\$0.465 per Share quoted on the Stock Exchange on 19 October 2018, being the Last Trading Day;
- (b) a premium of approximately 6.7% over the average closing price of approximately HK\$0.472 per Share quoted on the Stock Exchange for the five consecutive trading days immediately prior to and including the Last Trading Day;
- (c) a premium of approximately 6.0% over the average closing price of approximately HK\$0.476 per Share quoted on the Stock Exchange for the ten consecutive trading days immediately prior to and including the Last Trading Day;

- (d) a discount of approximately 0.9% to the average closing price of approximately HK\$0.509 per Share quoted on the Stock Exchange for the 30 consecutive trading days immediately prior to and including the Last Trading Day; and
- (e) a premium of approximately 54.9% over the unaudited consolidated net assets attributable to owners of the Company per Share of approximately HK\$0.325 as at 31 March 2018, calculated based on the Group's unaudited consolidated net assets attributable to owners of the Company of approximately HK\$175,630,000 as at 31 March 2018 and 540,000,000 Shares in issue as at the date of this joint announcement.

Highest and lowest Share prices

During the six-month period immediately preceding and including the Last Trading Day:

- (a) the highest closing price of the Shares quoted on the Stock Exchange was HK\$0.85 per Share on 30 April 2018; and
- (b) the lowest closing price of the Shares quoted on the Stock Exchange was HK\$0.46 per Share on 11 and 12 October 2018.

2. Irrevocable Undertakings

As at the date of this joint announcement, Cheung Kam Fai holds 40,000,000 Shares (representing approximately 7.41% of the issued share capital of the Company as at the date of this joint announcement). Cheung Kam Fai has given an irrevocable undertaking in favour of the Offeror, pursuant to which he has undertaken that he (i) shall not accept the Offer in respect of these 40,000,000 Shares; and (ii) shall not sell, transfer or otherwise dispose of, or charge, pledge or otherwise encumber, or grant any option or other right over these Shares and/or otherwise make these Shares available for acceptance for the Offer.

Upon Completion, the Vendor holds 32,500,000 Shares (representing approximately 6.02% of the issued share capital of the Company as at the date of this joint announcement). The Guarantor has given an irrevocable undertaking in favour of the Offeror, pursuant to which he has undertaken that he (i) shall not accept or procure the acceptance by the Vendor of the Offer in respect of these 32,500,000 Shares; (ii) will procure that the Vendor shall not, sell, transfer or otherwise dispose of, or charge, pledge or otherwise encumber, or grant any option or other right over these Shares and/or otherwise make these Shares available for acceptance for the Offer; and (iii) will not dispose of, or charge, pledge or otherwise encumber, or grant any option or other right over the shares in Vendor held by him.

3. Value of the Offer

Based on the Offer Price of HK\$0.5038 per Offer Share and 540,000,000 Shares in issue as at the date of this joint announcement (including the Sale Shares), the entire issued share capital of the Company is valued at HK\$272,052,000.

Excluding (a) the Excluded Shares held by the Vendor and Cheung Kam Fai which will not be tendered for acceptance of the Offer pursuant to the Irrevocable Undertakings; and (b) 300,000,000 Shares held by the Offeror and parties acting in concert with it (excluding the Vendor) upon Completion, the number of Shares subject to the Offer is 167,500,000 Shares. In the event the Offer is accepted in full, the maximum amount payable by the Offeror under the Offer will be HK\$84,386,500, assuming there is no change in the issued share capital of the Company from the date of this joint announcement up to the close of the Offer.

4. Financial resources available to the Offeror

The Offeror intends to finance and satisfy the Consideration payable under the Offer by its own internal resources. Somerley, as the financial adviser to the Offeror, is satisfied that there are sufficient financial resources available to the Offeror to satisfy the Consideration payable upon full acceptance of the Offer.

5. Effect of accepting the Offer

Acceptance of the Offer by any Independent Shareholder will be deemed to constitute a warranty by such person that all Offer Shares sold by such person under the Offer are free from all Encumbrance and are sold together with all rights attaching to them, including all rights to any dividend or other distribution declared, made, or paid on or after the date on which the Offer is made, being the date of the Composite Document.

Acceptance of the Offer would be irrevocable and would not be capable of being withdrawn, except as permitted under the Takeovers Code.

Sellers' Hong Kong ad valorem stamp duty on acceptances of the Offer at a rate of 0.1% of the consideration payable in respect of the relevant acceptances or, if higher, the market value of the Offer Shares subject to such acceptance, will be deducted from the amount payable to the Independent Shareholders who accept the Offer. The Offeror will arrange for payment of sellers' ad valorem stamp duty on behalf of the Independent Shareholders who accept the Offer and pay the buyer's Hong Kong ad valorem stamp duty in connection with the acceptance of the Offer and the transfers of the relevant Offer Shares in accordance with the Stamp Duty Ordinance (Chapter 117 of the Laws of Hong Kong).

6. Taxation Advice

Shareholders are recommended to consult their own professional advisers if they are in any doubt as to the taxation implications of accepting or rejecting the Offer. None of the Offeror, parties acting in concert with it, the Company, Somerley Capital Limited, the Independent Financial Adviser and their respective ultimate beneficial owners, directors, officers, agents or associates or any other person involved in the Offer accepts responsibility for any taxation effects on, or liabilities of, any persons as a result of their acceptance or rejection of the Offer.

7. Payment

Payment in cash in respect of acceptances of the Offer will be made as soon as possible but in any event within seven business days (as defined in the Takeovers Code) of the date on which the duly completed acceptances of the Offer and the relevant documents of title in respect of such acceptances are received by the Offeror (or its agent) to render each such acceptance complete and valid.

8. Overseas Shareholders

The Offeror intends to make the Offer available to all Independent Shareholders, including the Overseas Shareholders.

However, the Offer is in respect of securities of a company incorporated in the Cayman Islands and is subject to the procedural and disclosure requirements of Hong Kong which may be different from other jurisdictions. The Overseas Shareholders who wish to participate in the Offer but with a registered address outside Hong Kong may be subject to, and may be limited by, the laws and regulations of their respective jurisdictions in connection with their participation in the Offer.

The Overseas Shareholders and beneficial owners of the Shares who are citizens, residents or nationals of a jurisdiction outside Hong Kong should observe relevant applicable legal or regulatory requirements and, where necessary, seek legal advice in respect of the Offer. It is the responsibility of the Overseas Shareholders and overseas beneficial owners of the Shares who wish to accept the Offer to satisfy themselves as to the full observance of the laws and regulations of the relevant jurisdictions in connection with the acceptance of the Offer (including the obtaining of any governmental or other consent which may be required or the compliance with other necessary formalities and the payment of any transfer or other taxes due in respect of such jurisdictions).

Any acceptance by any Overseas Shareholders and overseas beneficial owners of the Shares will be deemed to constitute a representation and warranty from such Overseas Shareholders or overseas beneficial owners of the Shares, as applicable, to the Offeror that the local laws and requirements have been complied with. Overseas Shareholders and overseas beneficial owners of the Shares should consult their own professional advisers if in doubt.

D. OFFEROR'S INTERESTS IN SECURITIES OF THE COMPANY

The Offeror confirms that, as at the date of this joint announcement:

- (a) save for the 160,000,000 Shares already held by the Offeror and the parties acting in concert with it (excluding the Vendor) prior to the completion of the Share Purchase Agreement, the Sale Shares and 32,500,000 Shares held by the Vendor after completion of the Share Purchase Agreement, none of the Offeror, the ultimate beneficial owner of the Offeror, nor any person acting in concert with any of them own or have control or direction over any voting rights or rights over the Shares or convertible securities, warrants, options of the Company or any derivatives in respect of such securities;
- (b) save for the Vendor's disposal of the Sale Shares to the Offeror at HK\$0.5038 per Share and the disposal of 40,000,000 Shares to Mr. Cheung Kam Fai at HK\$0.3333 per Share on 21 October 2018 and 26 July 2018, respectively, none of the Offeror, the ultimate beneficial owner of the Offeror, nor any person acting in concert with any of them have dealt for value in any Shares, convertible securities, warrants or options of the Company or any derivatives in respect of such securities in the six months prior and up to the date of this joint announcement;
- (c) save for the Share Purchase Agreement and the Irrevocable Undertakings, there is no arrangement (whether by way of option, indemnity or otherwise) of any kind referred to in Note 8 to Rule 22 of the Takeovers Code in relation to the shares of the Offeror or the Shares and which might be material to the Offer;
- (d) there is no agreement or arrangement to which the Offeror, the ultimate beneficial owner of the Offeror, or any person acting in concert with them, is a party which relates to circumstances in which the Offeror may or may not seek to invoke a pre-condition or a condition to the Offer;
- (e) none of the Offeror, the ultimate beneficial owner of the Offeror, nor any person acting in concert with any of them has borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code);
- (f) none of the Offeror, the ultimate beneficial owner of the Offeror, nor any person acting in concert with any of them has received any irrevocable commitment to accept the Offer; and

- (g) there is no outstanding derivative in respect of the securities in the Company entered into by the Offeror, the ultimate beneficial owner of the Offeror, nor any person acting in concert with any of them.

E. INFORMATION ON THE GROUP

The Company was incorporated in the Cayman Islands with limited liability and its issued shares have been listed on the Main Board of the Stock Exchange since 11 August 2017. The Group is principally engaged in the provision of electrical and mechanical (E&M) engineering services in Hong Kong.

The following table is a summary of certain audited consolidated financial information of the Group for the two financial years ended 30 September 2016 and 2017 as extracted from the annual report of the Company for the year ended 30 September 2017 and the unaudited condensed consolidated financial information of the Group for the six months ended 31 March 2018 as extracted from the interim report of the Company for the six months ended 31 March 2018:

	Six months ended		Year ended	
	31 March		30 September	
	2018	2017	2017	2016
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
	(unaudited)	(unaudited)	(audited)	(audited)
Revenue	180,566	167,823	308,008	192,139
Profit before taxation	20,035	20,895	30,037	36,335
Profit for the period/year	16,273	16,661	22,363	30,368
		As at	As at	
		31 March	30 September	
		2018	2017	2016
		<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
		(unaudited)	(audited)	(audited)
Equity attributable to owners of the Company		175,630	159,357	78,366

F. SHAREHOLDING STRUCTURE OF THE GROUP

The following table sets out the shareholding structure of the Company (i) immediately prior to Completion; and (ii) immediately after Completion and as at the date of this joint announcement:

	Immediately prior to Completion		Immediately after Completion and as at the date of this joint announcement	
	<i>No. of Shares</i>	<i>Approximate % (Note 1)</i>	<i>No. of Shares</i>	<i>Approximate % (Note 1)</i>
The Offeror and parties acting in concert with it (excluding the Vendor)	160,000,000	29.63	300,000,000	55.56
The Vendor	172,500,000	31.94	32,500,000	6.02
Fast Upward Investment Development Limited (<i>Note 2</i>)	32,500,000	6.02	32,500,000	6.02
Public Shareholders				
Cheung Kam Fai	40,000,000	7.41	40,000,000	7.41
Other public Shareholders	135,000,000	25.00	135,000,000	25.00
Total:	<u>540,000,000</u>	<u>100.00</u>	<u>540,000,000</u>	<u>100.00</u>

Notes:

- (1) Certain percentage figures included in this table have been subject to rounding adjustments. Accordingly, figures shown as totals may not be an arithmetic aggregation of the figures preceding them.
- (2) Fast Upward Investment Development Limited is wholly-owned by Mr. Pu Li Wei, an executive Director, who is deemed to be interested in 32,500,000 Shares held by Fast Upward Investment Development Limited under the SFO.

G. INFORMATION ON THE OFFEROR

The Offeror is an investment holding company incorporated in the Republic of Seychelles with limited liability on 16 August 2016, which is principally engaged in investment holding. The sole shareholder and director of the Offeror is Mr. Ko.

Mr. Ko holds a Master of Science in Finance from the City University of Hong Kong. He is a fellow member of the Hong Kong Institute of Certified Public Accountants, and an associate member of the Chartered Institute of Management Accountants. Since October 2016, Mr. Ko has been appointed as an executive director of Super Strong Holdings Limited (a company listed on GEM of the Stock Exchange, stock code: 8262) which operates as a main contractor in Hong Kong's construction industry. Mr. Ko was the chairman and an executive director of Brilliance Worldwide Holdings Limited (now known as China Hanya Group Holdings Limited) (a company listed on GEM of the Stock Exchange, stock code: 8312) which is an investment holding company principally engaged in the distribution of apparels, from March 2011 to May 2016.

H. INTENTION OF THE OFFEROR REGARDING THE GROUP

The Board is currently made up of seven Directors, comprising three executive Directors and four independent non-executive Directors. The Offeror intends to nominate Mr. Ko as an executive Director and a new Director be appointed as a non-executive Director with effect from the earliest time permitted under the Takeovers Code or the date of the Composite Document. It is intended that Mr. Yung shall be re-designated as a non-executive Director and each of Mr. Pu Li Wei and Ir. Yan Wai Yan be resigned as an executive Director and an independent non-executive Director, respectively with effect from the earliest time permitted under the Takeovers Code or the close of the Offer. It is also intended that Mr. Yung shall continue to be the Chairman of the Board. Any changes to the Board will be made in compliance with the Takeovers Code and the Listing Rules and further announcement will be made accordingly.

Following the close of the Offer, the Offeror intends to continue the existing principal business of the Group. As detailed in the section headed "Information on the Group" above, the Group is principally engaged in the provision of electrical and mechanical (E&M) engineering services in Hong Kong. The Offeror intends to continue the existing principal business of the Group and will conduct a detailed review of the business operations and financial position of the Group for the purposes of developing a sustainable business development strategy for the Group. Subject to the results of this review, and should any appropriate investment or business opportunities arise in the future, the Offeror may seek to expand the geographical coverage of the principal business of the Group in addition to the market of Hong Kong, and refine the business of the Group with a view to increasing its sources of income (such as integrating the Group's business in the fields of electrical and mechanical (E&M) engineering

and construction), as well as enhancing returns for the shareholders of the Company as a whole. For the avoidance of doubt, however, the Offeror has not entered into any agreement, arrangements, understandings, intention or negotiation regarding any potential investment or business opportunities, nor with respect to any change in the business of the Group as a whole as at the date of this joint announcement.

Save for the Offeror's intention regarding the Group as set out above, the Offeror has no intention to discontinue the employment of the employees (save for the proposed changes to the Board) or to dispose of or re-deploy the assets of the Group other than those in its ordinary course of business.

I. MAINTAINING THE LISTING STATUS OF THE COMPANY

The Stock Exchange has stated that if, at the close of the Offer, less than the minimum prescribed percentage applicable to the Company, being 25% of the Shares, are held by the public, or if the Stock Exchange believes that (i) a false market exists or may exist in the trading of the Shares; or (ii) there are insufficient Shares in public hands to maintain an orderly market, it will consider exercising its discretion to suspend dealings in the Shares until the prescribed level of public float is restored.

The Offeror intends the Company to remain listed on the Stock Exchange after the close of the Offer. The Offeror does not intend to avail itself of any powers of compulsory acquisition of any Shares outstanding after the Closing Date. The Offeror, together with the new directors to be appointed to the Board will jointly and severally undertake to the Stock Exchange to take appropriate steps to ensure that sufficient public float exists in the Shares, such as disposal of Shares held by the Offeror or parties acting in concert with it and/or issue of additional Shares by the Company for this purpose. The Company and the Offeror will issue a separate announcement as and when necessary in this regard.

J. INDEPENDENT BOARD COMMITTEE AND INDEPENDENT FINANCIAL ADVISER

The Independent Board Committee comprising all independent non-executive Directors who have no direct or indirect interest in the Offer, namely Mr. Chan Cho Chak, Mr. Chan Wing Fai, Ir. Yan Wai Yan and Mr. Yeung Wai Lung, has been established in accordance with Rule 2.1 of the Takeovers Code to advise and give a recommendation to the Independent Shareholders as to whether the terms of the Offer are fair and reasonable and as to the acceptance of the Offer.

The Company has appointed Opus Capital Limited as the Independent Financial Adviser with the approval of the Independent Board Committee to advise the Independent Board Committee in respect of the Offer, in particular as to whether the terms of the Offer are fair and reasonable and as to the acceptance of the Offer.

K. DESPATCH OF THE COMPOSITE DOCUMENT

It is the intention of the Offeror and the Company to combine the offer document and the Company's board circular in the Composite Document to be posted.

Pursuant to Rule 8.2 of the Takeovers Code, the Composite Document setting out, among others, (i) further details of the Offer; (ii) the recommendation from the Independent Board Committee; (iii) a letter of advice from the Independent Financial Adviser to the Independent Board Committee in respect of the Offer; and (iv) the relevant form(s) of acceptance, is required to be despatched to the Shareholders within 21 days after the date of this joint announcement or such later date as the Executive may approve. However, the Company and the Offeror intend to include the Company's financial information for the year ended 30 September 2018 in the Composite Document for Shareholders' assessment of the Offer. An application has been made to the Executive for an extension of time to despatch the Composite Document to a date on or before 31 December 2018. The Executive has indicated that it is minded to grant such consent. Further announcement(s) will be made when the Composite Document is despatched.

The Independent Shareholders are encouraged to read the Composite Document carefully, including the advice of the Independent Financial Adviser to the Independent Board Committee and the recommendation from the Independent Board Committee to the Independent Shareholders in respect of the Offer, before deciding whether or not to accept the Offer.

L. RESUMPTION OF TRADING

At the request of the Company, trading in the Shares on the Stock Exchange was halted with effect from 9:00 a.m. on 22 October 2018 pending the publication of this joint announcement. 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 23 October 2018.

M. DEALING DISCLOSURE

All associates (as defined under the Takeovers Code and include persons holding 5% or more of any class of relevant securities) of the Company and the Offeror are hereby reminded to disclose their dealings in the securities of the Company pursuant to the Takeovers Code. In accordance with Rule 3.8 of the Takeovers Code, the full text of Note 11 to Rule 22 of the Takeovers Code is reproduced below:

“Responsibilities of stockbrokers, banks and other intermediaries

Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates of an offeror or the offeree company and other persons under Rule 22 of the Takeovers Code and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant rules of the Takeovers Code. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than HK\$1 million.

This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”

N. WARNING

Shareholders and potential investors should note that the Independent Board Committee has yet to consider and evaluate the Offer. This joint announcement is made in compliance with the Takeovers Code for the purpose of, amongst other things, informing Shareholders of the fact that the Company has been informed that the Offer will be made. The Directors make no recommendation as to the fairness or reasonableness of the Offer or as to the acceptance of the Offer in this joint announcement.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares. If Shareholders and potential investors are in any doubt about their position, they should consult their own professional advisers.

O. DEFINITIONS

In this joint announcement, unless the context otherwise requires, the following terms have the meanings set out below:

“Acquisition”	the purchase of the Sale Shares by the Offeror from the Vendor in accordance with the terms and conditions of the Share Purchase Agreement
“acting in concert”	has the meaning ascribed to it under the Takeovers Code
“associate(s)”	has the meaning ascribed to it under the Takeovers Code
“Board”	the board of Directors
“Closing Date”	the date to be stated in the Composite Document as the first closing date of the Offer, which is 21 calendar days after the posting of the Composite Document, or any subsequent closing date of the Offer in accordance with the Takeovers Code
“Company”	Golden Faith Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Main Board (stock code: 2863)
“Completion”	completion of the sale and purchase of the Sale Shares in accordance with the terms and conditions of the Share Purchase Agreement, which took place on 21 October 2018
“Composite Document”	the composite offer and response document to be jointly issued by the Offeror and the Company to the Shareholders in connection with the Offer in compliance with the Takeovers Code containing, among other things, details of the Offer (accompanied by the form of acceptance and transfer) and the respective letters of advice from the Independent Board Committee and the Independent Financial Adviser
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Consideration”	the aggregate consideration payable by the Offeror to the Vendor for the acquisition of the Sale Shares
“controlling shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	director(s) of the Company

“Encumbrance”	any claim, option, charge (fixed or floating), mortgage, lien, pledge, equity, adverse interest, encumbrance, right to acquire, right of pre-emption, right of first refusal, title retention or any other third party right, or other security interest or any agreement or arrangement having a similar effect or any agreement to create any of the foregoing
“Excluded Shares”	32,500,000 Shares held by the Vendor immediately after Completion and 40,000,000 Shares held by Cheung Kam Fai
“Executive”	the Executive Director of the Corporate Finance Division of the SFC or any of his delegates
“Group”	the Company and its subsidiaries
“Guarantor”	Mr. Yung On Wah, the sole legal and beneficial shareholder of the Vendor, who has agreed to provide the Offeror with guarantee and undertaking in accordance with the terms and conditions of Share Purchase Agreement to ensure, inter alia, that the Vendor properly performs its obligations under Share Purchase Agreement
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Board Committee”	the independent board committee of the Board, comprising those Directors of the Company as identified in the section headed “J. Independent Board Committee and Independent Financial Adviser” of this joint announcement and formed for the purpose of advising the Independent Shareholders in respect of the Offer
“Independent Financial Adviser”	Opus Capital Limited, a corporation licensed to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO, being the independent financial adviser appointed by the Company for the purpose of advising the Independent Board Committee in respect of the Offer
“Independent Shareholders”	Shareholders other than the Offeror and parties acting in concert with it

“Irrevocable Undertakings”	the irrevocable undertakings given by Cheung Kam Fai and Mr. Yung in favour of the Offeror that they will not, inter alia, tender the Excluded Shares for acceptance of the Offer
“Last Trading Day”	19 October 2018, being the last trading day of the Shares before the publication of this joint announcement
“Listing Rules”	the Rules Governing the Listing of Securities on the Main Board
“Main Board”	the Main Board of the Stock Exchange
“Mr. Ko”	Mr. Ko Chun Hay Kelvin (高浚晞), the sole legal and beneficial shareholder and the sole director of the Offeror
“Mr. Yung”	Mr. Yung On Wah (翁安華), an executive Director, and the sole legal and beneficial shareholder and the sole director of the Vendor
“Offer”	the mandatory unconditional cash offer to be made by Somerley, on behalf of the Offeror, to acquire all the issued Shares not already owned or agreed to be acquired by the Offeror and parties acting in concert with it (excluding the Excluded Shares) in accordance with the Takeovers Code
“Offer Price”	the price at which the Offer will be made, being HK\$0.5038 per Offer Share
“Offer Share(s)”	all Shares that are not owned or agreed to be acquired by the Offeror or parties acting in concert with it (excluding the Excluded Shares) and an “Offer Share” means any of them
“Offeror” or “Greatly Success”	Greatly Success Investment Trading Limited (大德投資貿易有限公司), a company incorporated in the Republic of Seychelles on 17 August 2016 with limited liability and is wholly-owned by Mr. Ko
“Overseas Shareholders”	Independent Shareholder(s) whose address(es), as shown on the register of members of the Company, is/are outside Hong Kong
“Sale Shares”	140,000,000 Shares sold by the Vendor to the Offeror pursuant to the terms of the Share Purchase Agreement, and a “Sale Share” means any of them
“SFC”	the Securities and Futures Commission of Hong Kong

“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of par value HK\$0.01 each in the share capital of the Company
“Share Option Scheme”	the share option scheme adopted by the Company on 22 July 2017
“Share Purchase Agreement”	the share purchase agreement dated 21 October 2018 entered into among the Vendor as the seller, the Offeror as the purchaser and the Guarantor as the guarantor of the Vendor in relation to the sale and purchase of the Sale Shares
“Shareholder(s)”	holder(s) of the Share(s)
“Somerley”	Somerley Capital Limited, a corporation licensed to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO, being the financial adviser to the Offeror in relation to the Offer
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder”	has the meaning ascribed thereto under the Listing Rules
“Superior Ace” or “Vendor”	Superior Ace Investments Limited (佳優投資有限公司), a company incorporated in the BVI on 5 July 2016 with limited liability and is wholly-owned by Mr. Yung
“Takeovers Code”	The Code on Takeovers and Mergers
“%”	per cent

By order of the board of directors of
Greatly Success Investment Trading Limited
Ko Chun Hay Kelvin
Sole director

By order of the Board of
Golden Faith Group Holdings Limited
Yung On Wah
Chief executive officer and executive Director

Hong Kong, 22 October 2018

As at the date of this joint announcement, the executive Directors are Mr. Yung, Mr. Li Kar Fai, Peter and Mr. Pu Li Wei; and the independent non-executive Directors are Mr. Chan Cho Chak, Mr. Chan Wing Fai, Ir. Yan Wai Yan and Mr. Yeung Wai Lung.

The Directors jointly and severally accept full responsibility for the accuracy of the (other than any information relating to the Offeror) contained in this joint announcement, and confirm, having made all reasonable inquiries, that to the best of each of their knowledge, opinions expressed in this joint announcement (other than those expressed by the sole director of the Offeror) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statements in this joint announcement misleading.

As at the date of this joint announcement, the sole director of the Offeror is Mr. Ko.

The sole director of the Offeror accepts full responsibility for the accuracy of the information contained in this joint announcement (other than those relating to the Group), and confirms, having made all reasonable inquiries, that to the best of his knowledge, opinions expressed in this joint announcement (other than those expressed by the Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statements in this joint announcement misleading.