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## **F8 ENTERPRISES (HOLDINGS) GROUP LIMITED**

**F 8 企業 ( 控 股 ) 集 團 有 限 公 司**

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

**(Stock Code: 8347)**

### **OBTAINING OF WRITTEN SHAREHOLDERS' APPROVAL FOR MAJOR TRANSACTION IN RELATION TO THE DISPOSAL OF 90% EQUITY INTEREST IN CHINA FOREST FOOD LIMITED AND CLARIFICATION ANNOUNCEMENT**

Reference is made to the announcements of the Company dated 28 March 2019 (the “**First Announcement**”), 6 June 2019 (the “**Second Announcement**”), 27 June 2019 (the “**Third Announcement**”) and 18 July 2019 (the “**Fourth Announcement**”, together with the First Announcement, the Second Announcement and the Third Announcement, the “**Announcements**”) in relation to the disposal of 90% equity interest in China Forest Food Limited. Unless otherwise stated, capitalised terms used herein shall have the same meaning as those adopted in the Announcements.

#### **OBTAINING OF WRITTEN SHAREHOLDERS' APPROVAL**

It was mentioned in the Second Announcement that the Company would obtain Shareholders' approval on the Disposal in accordance with the GEM Listing Rules, given that the Disposal should be classified as a major transaction as opposed to a discloseable transaction under Chapter 19 of the GEM Listing Rules.

The Board is pleased to announce that on 1 August 2019, the Company obtained an irrevocable and unconditional approval in writing (the “**Written Approval**”) from Grand Tycoon Limited (“**Grand Tycoon**”), holder of 440,000,000 Shares (representing 55% of the issued share capital of the Company as at the date of the Written Approval), for approving, ratifying and confirming the SPA and the transactions contemplated thereunder. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder, including Grand Tycoon, would be required to abstain from voting if the Company were to convene a general meeting for approving the Disposal. Therefore, in accordance with Rule 19.44 of the GEM Listing Rules, the shareholders' approval requirement in respect of the Disposal under Chapter 19 of the GEM Listing Rules has been satisfied in lieu of holding a general meeting, and such general meeting will not be convened and held.

The circular containing further information about the Disposal will be despatched to the Shareholders for information purpose as soon as practicable, which is expected to be on or about 15 August 2019.

## COMPLETION DATE OF THE DISPOSAL

The Board noted that there was inadvertent mistake in the First Announcement regarding the completion date of the Disposal and wishes to clarify that completion of the Disposal had taken place on 9 April 2019 (as opposed to 28 March 2019 as stated in the First Announcement). Completion of the Disposal has been approved, ratified and confirmed by Grand Tycoon pursuant to the Written Approval.

By order of the Board  
**F8 Enterprises (Holdings) Group Limited**  
**Fong Chun Man**  
*Executive Director and Chairman*

Hong Kong, 1 August 2019

*As at the date of this announcement, the chairman and the executive Director of the Company is Mr. FONG Chun Man, the executive Directors of the Company are Ms. LO Pui Yee, Mr. CHAN Chi Fai and Mr. LI Hok Yin; and the independent non-executive Directors of the Company are Mr. CHUI Chi Yun, Robert, Mr. KWONG Yuk Lap and Mr. WANG Anyuan.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purposes of giving information with regard to 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 be published on the GEM website at [www.hkgem.com](http://www.hkgem.com) on the “Latest Company Announcement” page for at least 7 days from the date of publication and on the Company’s website at [www.f8.com.hk](http://www.f8.com.hk).*