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Unless otherwise defined, terms and expressions used in this announcement shall have the same meanings as those defined in the prospectus dated 30 September 2016 (the “**Prospectus**”) issued by PFC Device Inc. (the “**Company**”).

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities. Potential investors should read the Prospectus carefully for detailed information about the Placing described below before deciding whether or not to invest in the Placing shares thereby being offered.



**PFC Device Inc.**

**節能元件有限公司**

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

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

**Number of Placing Shares : 417,249,675 Placing Shares (comprising 400,000,000  
New Shares offered by the Company and 17,249,675  
Sale Shares offered by the Selling Shareholders)**

**Placing Price : HK\$0.20 per Placing Share (payable in full upon  
application in Hong Kong dollars, plus brokerage of  
1%, SFC transaction levy of 0.0027% and Stock  
Exchange trading fee of 0.005%)**

**Nominal value : HK\$0.01 each**

**Stock Code : 8231**

**Sponsor**



**大有融資有限公司**  
**MESSIS CAPITAL LIMITED**

**Bookrunner and Lead Manager**

**平安證券有限公司**  
**Ping An Securities Limited**

Printed copies of the Prospectus as required by the GEM Listing Rules and the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32 of the Laws of Hong Kong) are available, for information purposes only, from 9:30 a.m. to 5:30 p.m. (Hong Kong time) during business days from 30 September 2016 to 6 October 2016 (both dates inclusive) at the office of MESSIS Capital Limited at Room 1606, 16th Floor, Tower 2, Admiralty Centre, 18 Harcourt Road, Hong Kong.

The Company is offering 400,000,000 New Shares for subscription and the Selling Shareholders are offering 17,249,675 Sale Shares for sale by way of placing at the Placing Price, in aggregate representing approximately 26.1% of the issued share capital of the Company upon completion of the Placing (without taking into account any Shares which may be allotted and issued pursuant to the exercise of any option which may be granted under the Share Option Scheme), on and subject to the terms and conditions as set out in the Underwriting Agreement and the Prospectus.

Prospective investors of the Placing Shares should note that the Bookrunner (also in its capacity as the Underwriter) shall be entitled to terminate its obligations under the Underwriting Agreement by giving written notice to the Company upon the occurrence of any of the events set forth under the paragraph headed “Grounds for termination” in 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 7 October 2016. Such events include, without limiting the generality thereof, any act of God, military action, riot, public disorder, civil commotion, fire, flood, tsunami, explosion, epidemic, outbreak of infectious disease, act of terrorism, strike or lock-out.

Application for the Placing Shares will only be considered on the basis of the terms and conditions as stated in the Prospectus. The Placing is conditional upon the fulfillment of the conditions set forth under the paragraph headed “Conditions of the Placing” in the section headed “Structure and conditions of the Placing” of the Prospectus. If the conditions of the Placing as mentioned therein have not been fulfilled or waived by the Bookrunner prior to the dates and times specified in the Prospectus, the Placing will lapse and all monies received will be refunded to applicants of the Placing without interest and the Stock Exchange will be notified immediately. Notice of the lapse of the Placing will be published by the Company on the Stock Exchange’s website at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company’s website at [www.pfc-device.com](http://www.pfc-device.com) on the next Business Day following the date of such lapse.

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

The Company has applied to the Stock Exchange for the listing of, and permission to deal in, the Shares in issue and to be issued pursuant to the Placing and the Capitalisation Issue, and any new Shares which may be allotted and issued pursuant to the exercise of any options granted or which may be granted under the Share Option Scheme or as otherwise described in the Prospectus. All necessary arrangements have also been made for the Shares to be admitted into CCASS. If the Stock Exchange grants the listing of, and permission to deal in, the Shares in issue and to be issued as mentioned in the Prospectus on GEM, and the Company complies 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 or on any other date as may be 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.

The Placing Price is HK\$0.20 per Placing Share. The Company will not issue temporary documents or evidence of title. All Share certificates will only become valid documents 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. (Hong Kong time) on the Listing Date. No receipt will be issued for the subscription monies for the Placing Shares.

The announcement of the level of indications of interest in the Placing and the basis of allocation of the Placing Shares are expected to be published on the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company's website at [www.pfc-device.com](http://www.pfc-device.com) on or about 6 October 2016.

Dealings in the Shares on GEM are expected to commence at 9:00 a.m. (Hong Kong time) on 7 October 2016. Shares will be traded in board lots of 10,000 Shares each. The GEM stock code for the Shares is 8231.

By order of the Board of  
**PFC Device Inc.**  
**Hong James Man-fai**  
*Executive Director*

Hong Kong, 30 September 2016

*As at the date of this announcement, the executive Directors are Hong James Man-fai and Chow Kai Chiu, David; the non-executive Directors are Yung Kwok Kee, Billy and Tang Che Yin; and the independent non-executive Directors are Lam, Peter, Leung Man Chiu, Lawrence and Fan Yan Hok, Philip.*

*This announcement, for which all the Directors jointly and severally 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 matters the omission of which would make any statement in this announcement misleading.*

*This announcement and a copy of the Prospectus will remain on the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk), and in the case of this announcement, on the "Latest Company Announcements" page for at least 7 days from the date of its posting. This announcement and a copy of the Prospectus will also be published and remained on the Company's website at [www.pfc-device.com](http://www.pfc-device.com).*