

Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the prospectus (the “Prospectus”) of Noble House (China) Holdings Limited (the “Company”) dated 20 December 2011.

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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 for detailed information about the Placing described below before deciding whether or not to invest in the Placing Shares thereby being offered.



Noble House (China) Holdings Limited

名軒(中國)控股有限公司

(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** : 98,000,000 Shares, comprising 70,000,000 New Shares and 28,000,000 Sale Shares
- Placing Price** : HK\$0.72 per Placing Share (payable in full on application in Hong Kong dollars, plus brokerage of 1%, Stock Exchange trading fee of 0.005% and SFC transaction levy of 0.003%)
- Nominal value** : HK\$0.01 per Share
- Stock code** : 8246

SPONSOR



BOOKRUNNER AND LEAD MANAGER



- The Placing Price has been agreed at HK\$0.72 per Placing Share (excluding brokerage of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%). The net proceeds to be received by the Company from the issue of New Shares pursuant to the Placing are estimated to be approximately HK\$29.5 million.
- The 98,000,000 Shares offered by the Company and Blossom Merit under the Placing were slightly oversubscribed. 98,000,000 Shares have been conditionally allocated to a total of 165 selected individual, professional and institutional investors.
- The Directors confirm that all places under the Placing are independent of and not connected with the Company and any of the Directors, chief executive, Controlling Shareholders, substantial shareholders or significant shareholders (as defined under the GEM Listing Rules) of the Company or any of its subsidiaries, and their respective associates or any person or group of persons as stated in Rule 10.12(4) of the GEM Listing Rules or any nominees of the foregoing.
- Immediately after completion of the Placing and the Capitalisation Issue, the Directors confirm that the public float of the Company will be 35% of the issued share capital of the Company. No more than 50% of the Shares in public hands at the time of the Listing will be owned by the three largest public Shareholders at the time of the Listing.
- Dealings in the Shares on GEM are expected to commence at 9:00 a.m. on Friday, 30 December 2011.
- **Investors should be aware that the concentration of Shareholders may affect the liquidity of the Shares. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.**

PLACING PRICE AND USE OF PROCEEDS

The Placing Price has been agreed at HK\$0.72 per Placing Share (excluding brokerage of 1%, Stock Exchange trading fee of 0.005% and SFC transaction levy of 0.003%). The net proceeds to be received by the Company from the issue of New Shares pursuant to the Placing are estimated to be approximately HK\$29.5 million. The net proceeds from the issue of New Shares pursuant to the Placing will be applied for such purposes as set forth in the Prospectus. The Group intends to apply the net proceeds from the issue of the New Shares pursuant to the Placing as follows:

- approximately 49.6%, or approximately HK\$14.6 million, for diversifying service and product offering:
 - out of which approximately 40.4%, or approximately HK\$11.9 million, will be applied to the opening of a new restaurant; and
 - out of which approximately 9.2%, or approximately HK\$2.7 million, will be applied to the expansion of the food product range of the Group;
- approximately 7.1%, or approximately HK\$2.1 million, for enhancement of existing restaurant facilities;
- approximately 21.3%, or approximately HK\$6.3 million, will be applied to the exploration of merger and acquisition opportunities and business collaboration opportunities with local partners in the food and beverage industry;

- approximately 4.6%, or approximately HK\$1.4 million, for strengthening staff training, which includes (i) providing senior management and head chefs of the Group with opportunities to attend management courses offered by reputable universities in the PRC; and (ii) providing on-the-job training to employees in relation to food ingredient preparation and preservation, flow of food production, hygiene condition of the kitchen and quality control in different aspects of the operation of restaurants;
- approximately 12.8%, or approximately HK\$3.7 million, for enhancement of marketing activities to promote brand awareness and broaden the Group's customer base; and
- the remaining approximately 4.6%, or approximately HK\$1.4 million for working capital of the Group.

LEVEL OF INDICATIONS OF INTERESTS UNDER THE PLACING

The 98,000,000 Shares offered by the Company and Blossom Merit under the Placing comprising (i) 70,000,000 New Shares for subscription; and (ii) 28,000,000 Sale Shares for sale, were slightly over-subscribed.

RESULTS OF ALLOCATION

Pursuant to the Placing, 98,000,000 Shares have been conditionally allocated to a total of 165 selected individual, professional and institutional investors. The distribution of the Placing Shares is set forth as below:—

	Aggregate number of Placing Shares allocated	Aggregate percentage of the total number of Placing Shares allocated	Approximate percentage of shareholding over the enlarged issued share capital of the Company immediately after completion of the Placing and the Capitalisation Issue
Top placee	10,220,000	10.43%	3.65%
Top 5 placees	46,344,000	47.29%	16.55%
Top 10 placees	75,524,000	77.07%	26.97%
Top 25 placees	93,916,000	95.83%	33.54%

Number of Placing Shares allocated

Number of placees

4,000 to 100,000	130
100,001 to 500,000	12
500,001 to 1,000,000	7
1,000,001 to 2,000,000	3
2,000,001 to 5,000,000	5
5,000,001 and above	8

The Directors confirm that all placees under the Placing are independent of and not connected with the Company and any of the Directors, chief executive, Controlling Shareholders, substantial shareholders or significant shareholders (as defined under the GEM Listing Rules) of the Company or any of its subsidiaries, and their respective associates or any person or group of persons as stated in Rule 10.12(4) of the GEM Listing Rules or any nominees of the foregoing.

Investors should be aware that the concentration of Shareholders may affect the liquidity of the Shares. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

MINIMUM PUBLIC FLOAT REQUIREMENT

Pursuant to Rule 11.23(7) of the GEM Listing Rules, the Company is required to maintain a public float of not less than 25% of its total issued share capital at the time when the Shares commence dealings on GEM and at all times thereafter. Pursuant to Rule 11.23(8) of the GEM Listing Rules, not more than 50% of the Shares in public hands at the time of the Listing shall be owned by the three largest public Shareholders. Immediately after completion of the Placing and the Capitalisation Issue, the Directors confirm that the public float of the Company will be 35% of the issued share capital of the Company and no more than 50% of the Shares in public hands at the time of the Listing will be owned by the three largest public Shareholders at the time of the Listing.

DEPOSIT OF SHARE CERTIFICATES INTO CCASS

Subject to the granting of the listing of, and permission to deal in, the Shares on GEM and the compliance by the Company 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 such other date as 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.

All necessary arrangements have been made for the shares to be admitted into CCASS.

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

Prospective investors should note that the Sponsor and/or the Lead Manager (for itself and on behalf of the Underwriters) are entitled to terminate the Underwriting Agreement by notice in writing to the Company (for itself and on behalf of Blossom Merit) at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date upon occurrence of any of the events set forth in the section headed “Underwriting — Grounds for termination” in the Prospectus. In the event that the Underwriting Agreement is terminated, an announcement will be published by the Company on the GEM Website at www.hkgem.com and the Company’s website at www.noblehouserestaurant.cn accordingly.

COMMENCEMENT OF DEALINGS

Dealings in the Shares on GEM are expected to commence at 9:00 a.m. on Friday, 30 December 2011. If there is any change to the expected timetable, an announcement will be published immediately by the Company on the GEM Website at www.hkgem.com and the Company's website at www.noblehouserestaurant.cn. The Shares will be traded in board lots of 4,000 Shares each. The GEM stock code for the Shares is 8246.

By order of the Board
Noble House (China) Holdings Limited
Chan Tai Neng
Chairman and executive Director

Hong Kong, 29 December 2011

As at the date of this announcement, the executive Directors are Mr. Chan Tai Neng and Mr. Cheung Chi Keung and the independent non-executive Directors are Mr. Wang Zhi Zhong, Mr. Tse Wai Chuen, Tony and Mr. Chan Chun Sing.

This announcement, for which the Directors collectively and individually 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, (i) the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive; (ii) there are no other matters the omission of which would make any statement in this announcement misleading; and (iii) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

This announcement will remain on the GEM Website at www.hkgem.com 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 will also be published on the Company's website at www.noblehouserestaurant.cn.