

Unless otherwise defined, terms and expressions used in this announcement shall have the same meanings as those defined in the prospectus dated 27 November 2013 (the “Prospectus”) issued by Runway Global Holdings Company Limited (the “Company”).

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RUNWAY GLOBAL HOLDINGS COMPANY LIMITED

時尚環球控股有限公司

(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 : 150,000,000 Placing Shares
**Placing Price : HK\$0.35 per Share (plus brokerage fee of
1%, SFC transaction levy of 0.003%
and Stock Exchange trading fee of
0.005%)**
Nominal value : HK\$0.01 each
Stock code : 8309

Sponsor



大有融資有限公司
MESSIS CAPITAL LIMITED

Bookrunner and Lead Manager



KINGSTON SECURITIES LTD

Co-Manager



- The net proceeds to be received by the Company from the Placing are estimated to be approximately HK\$34.5 million.
- The 150,000,000 Shares offered by the Company under the Placing has been just sufficiently subscribed.
- The Offer Size Adjustment Option has not been exercised by the Lead Manager and has lapsed.
- Pursuant to the Placing, 150,000,000 Shares have been conditionally allocated to a total of 124 selected professional, institutional and other investors.
- The Directors confirm that all placees under the Placing are independent of and not connected with the Company, any of the Directors, chief executive, Controlling Shareholders, Substantial Shareholders or significant shareholders of the Company or any of its subsidiaries, and their respective associates (as defined in the GEM Listing Rules) 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. No placee will, individually, be placed with more than 10% of the enlarged issued share capital of the Company immediately after completion of the Capitalisation Issue and the Placing.
- The Directors confirm that immediately after completion of the Capitalisation Issue and the Placing, the public float of the Company will be 25% of the enlarged issued share capital of the Company and not more than 50% of the Shares in public hands at the time of the Listing will be owned by the three largest public Shareholders.
- Dealings in the Shares on GEM are expected to commence at 9:00 a.m. on Tuesday, 3 December 2013. Shares will be traded in board lots of 6,000 Shares each. The stock code of the Shares is 8309.
- **Investors should be aware that the concentration of Shareholders may affect the liquidity of the Shares. Consequently, Shareholders and potential investors are advised to exercise caution when dealing in the Shares.**

PLACING PRICE AND USE OF PROCEEDS

The Placing Price is HK\$0.35 per Share (plus brokerage fee of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%). The net proceeds of the Placing, after deducting the related expenses, are estimated to be approximately HK\$34.5 million. The Directors intend to apply the net proceeds of the Placing in accordance with the purposes set forth in the section headed “Future plans and use of proceeds” in the Prospectus.

LEVEL OF INDICATIONS OF INTERESTS UNDER THE PLACING

The 150,000,000 Shares offered by the Company under the Placing has been just sufficiently subscribed.

As at the date of this announcement, the Offer Size Adjustment Option has not been exercised by the Lead Manager and has lapsed.

RESULTS OF ALLOCATION

Pursuant to the Placing, 150,000,000 Shares have been conditionally allocated to a total of 124 selected professional, institutional and other investors. The distribution of the Placing Shares is set out below:

	Aggregate number of Placing Shares allocated	Approximate 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 Capitalisation Issue and the Placing
Top placee	21,996,000	14.66%	3.67%
Top 5 placees	74,886,000	49.92%	12.48%
Top 10 placees	113,376,000	75.58%	18.90%
Top 25 placees	146,748,000	97.83%	24.46%

Number of Placing Shares allocated

Number of places

6,000 to 12,000	57
12,001 to 120,000	36
120,001 to 1,200,000	15
1,200,001 to 12,000,000	13
12,000,001 and above	3

The Directors confirm that all placees under the Placing are independent of and not connected with the Company, any of the Directors, chief executive, Controlling Shareholders Substantial Shareholders or significant shareholders of the Company or any of its subsidiaries, and their respective associates (as defined in the GEM Listing Rules) 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. No placee will, individually, be placed with more than 10% of the enlarged issued share capital of the Company immediately after completion of the Capitalisation Issue and the Placing.

Investors should be aware that the concentration of Shareholders may affect the liquidity of the Shares. Consequently, 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 at least 25% of its total issued share capital at the time of the Listing 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. The Directors confirmed that immediately after completion of the Capitalisation Issue and the Placing, the public float of the Company will be 25% of the issued share capital of the Company and not more than 50% of the Shares in public hands at the time of the Listing will be owned by the three largest public Shareholders.

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 any application monies paid. The Company will not issue any temporary documents of title.

The share certificates issued in respect of the Placing Shares will be deposited into CCASS on Monday, 2 December 2013 for credit to the relevant CCASS Participants' stock accounts or CCASS Investor Participants' stock accounts designated by the Lead Manager, the places or their respective agents (as the case may be).

Prospective investors of the Placing Shares should note that the Lead Manager (for itself and on behalf of the Underwriter) are entitled to terminate 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" in the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date. Such events include, without limitation, any act of God, war, riot, public disorder, civil commotion, fire, flood, explosion, epidemic, terrorism, strike or lock-out. In the event that the Underwriting Agreement does not become unconditional or is terminated in accordance with its terms and conditions, an announcement will be published by the Company on the website of the Stock Exchange at www.hkexnews.hk and the Company's website at www.runwayglobal.com accordingly.

COMMENCEMENT OF DEALINGS

Dealings in the Shares on GEM are expected to commence at 9:00 a.m. on Tuesday, 3 December 2013.

If there is any change to the expected timetable, an announcement will be published immediately by the Company on the website of the Stock Exchange at www.hkexnews.hk and the Company's website at www.runwayglobal.com. Shares will be traded in board lots of 6,000 Shares each. The Stock code of the Shares is 8309.

By Order of the Board
Runway Global Holdings Company Limited
Hubert Tien
Executive Director

Hong Kong, 2 December 2013

As at the date of this announcement, the executive Directors are Mr. Hubert Tien and Mr. Farzad Gozashti, and the independent non-executive Directors are Mr. Lai Man Sing, Mr. Tang Shu Pui, Simon and Mr. Tang Tsz Kai, Kevin.

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; (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 "Latest Listed Company Information" page of the website of the Stock Exchange at www.hkexnews.hk for at least seven days from the day of its posting. This announcement will also be published on the Company's website at www.runwayglobal.com.