

Unless otherwise defined, terms and expressions used in this announcement shall have the same meanings as those defined in the prospectus dated 30 June 2015 (the “**Prospectus**”) issued by KPM Holding Limited (the “**Company**”).

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and Hong Kong Securities Clearing Company Limited (“**HKSCC**”) take no responsibility for the contents of this 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 announcement.

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for shares or other securities of the Company. 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.



**KPM HOLDING LIMITED**  
**吉輝控股有限公司\***

(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**

<b>Number of Placing Shares</b>	<b>:</b>	<b>100,000,000 Placing Shares comprising 80,000,000 New Shares and 20,000,000 Sale Shares</b>
<b>Placing Price</b>	<b>:</b>	<b>HK\$0.50 per Placing Share (plus brokerage fee of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%) (payable in full on application in Hong Kong dollars)</b>
<b>Nominal value</b>	<b>:</b>	<b>HK\$0.01 per Share</b>
<b>Stock code</b>	<b>:</b>	<b>8027</b>

**Sole Sponsor**



**Grand Vinco Capital Limited**

(A wholly-owned subsidiary of Vinco Financial Group Limited)

**Joint Lead Managers**



**Grand Vinco Capital Limited**

(A wholly-owned subsidiary of Vinco Financial Group Limited)



**Sinomax Securities Limited**

\* For identification purposes only

- The net proceeds to be received by the Company from the Placing are estimated to be approximately HK\$23.4 million.
- The 100,000,000 Placing Shares offered by the Company under the Placing were moderately over-subscribed.
- Pursuant to the Placing, 100,000,000 Placing Shares have been conditionally allocated to a total of 169 selected professional, institutional and other investors.
- The Directors confirm that, to the best of their knowledge and belief, all the placees are independent of and not connected with the Company, any of the Directors, chief executive, Controlling Shareholders, Substantial Shareholders or any other significant shareholders (as defined in the GEM Listing Rules) of the Company or any of its subsidiaries and their respective associates, and there are no other placees being person or group of persons as stated in Note 1 to 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 Friday, 10 July 2015. Shares will be traded in board lots of 5,000 Shares each. The stock code of the Shares is 8027.
- **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\$0.50 per Placing Share (plus brokerage fee of 1%, SFC transaction levy of 0.0027% 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\$23.4 million.

The Directors intend to apply such net proceeds in the following manner:

- HK\$8.2 million, representing approximately 35% of the net proceeds, for purchase of materials and/or equipment in relation to expansion of existing sector and to target and secure more non-road infrastructure related projects;
- HK\$8.2 million, representing approximately 35% of the net proceeds, for expansion via new companies or acquisitions;
- HK\$4.7 million, representing approximately 20% of the net proceeds, for expansion and enhancement of work force to support our business expansion in the existing sector and non-road infrastructure related projects; and

- HK\$2.3 million, representing approximately 10% of the net proceeds, for working capital and other general corporate purposes.

## LEVEL OF INDICATION OF INTEREST IN THE PLACING

The 100,000,000 Placing Shares offered by the Company under the Placing were moderately over-subscribed.

## RESULTS OF ALLOCATION

Pursuant to the Placing, 100,000,000 Placing Shares have been conditionally allocated to a total of 169 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	14,000,000	14.00%	3.50%
Top 5 placees	58,000,000	58.00%	14.50%
Top 10 placees	86,600,000	86.60%	21.65%
Top 25 placees	95,930,000	95.93%	23.98%

Number of Placing Shares allocated	Number of placees
5,000 to 50,000	137
50,001 to 500,000	13
500,001 to 5,000,000	11
5,000,001 to 10,000,000	3
10,000,001 to 20,000,000	5

The Directors confirm that, to the best of their knowledge and belief, all placees are independent of and not connected with the Company, any of the Directors, chief executive, Controlling Shareholders, Substantial Shareholders or any other significant shareholders (as defined in the GEM Listing Rules) of the Company or any of its subsidiaries and their respective associates, and there are no other placees being person or group of persons as stated in Note 1 to 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 confirm 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 for credit to the relevant CCASS Participants' stock accounts or CCASS Investor Participants' stock accounts designated by the Joint Lead Managers, the placees or their respective agents (as the case may be).

Prospective investors of the Placing Shares should note that Vinco Capital (for itself and on behalf of the Underwriters) 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. on the Listing Date (i.e. Friday, 10 July 2015). In the event that the Underwriting Agreement does not become unconditional or is terminated in accordance with its terms and conditions, the Placing will lapse 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.kpmholding.com](http://www.kpmholding.com) accordingly.

All share certificates for the Placing Shares will only become valid certificates of title when the Placing has become unconditional in all respects and the Underwriting Agreement has not been terminated in accordance with its terms at any time prior to 8:00 a.m. on the Listing Date (i.e. Friday, 10 July 2015).

## COMMENCEMENT OF DEALINGS

Dealings in the Shares on GEM are expected to commence at 9:00 a.m. (Hong Kong Time) on Friday, 10 July 2015.

If there is any change to the expected timetable, an announcement will be published immediately by the Company on the Stock Exchange's at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company's website at [www.kpmholding.com](http://www.kpmholding.com). Shares will be traded in board lots of 5,000 Shares each. The stock code of the Shares is 8027.

By order of the Board  
**KPM Holding Limited**  
**Tan Thiam Kiat Kelvin**  
Chairman

Hong Kong, 9 July 2015

*As at the date of this announcement, the executive Directors are Mr. Tan Thiam Kiat Kelvin and Mr. Tan Kwang Hwee Peter and the independent non-executive Directors are Mr. Oh Eng Bin (Hu Rongming), Mr. Tan Kiang Hua, and Mdm. Kow Yuen-Ting (Gao Yun Ting).*

*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](http://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.kpmholding.com](http://www.kpmholding.com).*