

Unless otherwise defined, terms and expressions used in this announcement shall have the same meanings as those defined in the prospectus (the “**Prospectus**”) of Dining Concepts Holdings Limited (the “**Company**”) dated 27 July 2016.

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 purpose only and does not constitute an invitation or offer to acquire, purchase or subscribe for 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.

Dining Concepts

Dining Concepts Holdings Limited

飲食概念控股有限公司

(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 : 200,000,000 Placing Shares (comprising 140,990,000 New Shares and 59,010,000 Sale Shares, and subject to the Offer Size Adjustment Option)

Placing Price : HK\$0.45 per Placing Share
excluding brokerage fee of 1.00%,
SFC transaction levy of 0.0027%
and Stock Exchange trading fee of 0.005%,
subject to refund

Nominal value : US\$0.01 per Share

Stock code : 8056

Sole Sponsor



Sole Bookrunner and Sole Lead Manager



Co-Managers



- The Placing Price has been determined at HK\$0.45 per Placing Share (excluding brokerage of 1.00%, the SFC transaction levy of 0.0027% and the Stock Exchange trading fee of 0.005%).
- Based on the Placing Price of HK\$0.45 per Placing Share, the net proceeds to be received by the Company from the Placing, after deducting the underwriting fees and other expenses, are approximately HK\$26.8 million.
- The 200,000,000 Placing Shares initially offered under the Placing have been moderately over-subscribed and have been conditionally allocated to a total of 150 professional, institutional and other investors. A total of 100 placees have been allotted two board lots of Shares or below representing approximately 66.7% of the total number of placees under the Placing (each a “Placee” and collectively, the “Placees”).
- The Offer Size Adjustment Option has not been exercised by the Sole Lead Manager and has lapsed.
- The Directors confirm that, to the best of their knowledge and belief, all the Placees and their respective ultimate beneficial owners are independent of and not connected with the Company and any of the Directors, chief executive, Selling Shareholder, 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 close associates, and are not any person or group of persons as stated in Rule 10.12(4) of the GEM Listing Rules or any nominees of the foregoing, and none of the Shares subscribed by the Placees has been financed directly or indirectly by the Directors, chief executive, Selling Shareholder, Controlling Shareholders, substantial shareholders or significant shareholders of the Company or any of its subsidiaries or their respective close associates, and none of the Placees is accustomed to taking instructions from any of the Directors, chief executive, Selling Shareholder, Controlling Shareholders, substantial shareholders or significant shareholders of the Company or any of its subsidiaries or their respective close associates in relation to the acquisition, disposal, voting or other disposition of the Shares registered in his/her/its name or otherwise held by him/her/it. No Placees will individually be placed over 10% of the enlarged issued share capital of the Company immediately after completion of the Capitalisation Issue and the Placing. The Directors also confirm that there will not be any new substantial shareholders 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 at least 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 Listing will be beneficially owned by the three largest public Shareholders.
- Dealings in the Shares on GEM are expected to commence at 9:00 a.m. (Hong Kong time) on Friday, 5 August 2016. Shares will be traded in board lots of 5,000 Shares each. The stock code for the Shares is 8056.
- **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 has been determined at HK\$0.45 per Placing Share (excluding brokerage fee of 1.00%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%). The net proceeds to be received by the Company from the Placing, after deducting underwriting fees and other expenses, are approximately HK\$26.8 million. The Directors intend to use such net proceeds in accordance with the purposes set forth in the section headed “Future plans and use of proceeds” in the Prospectus in the following manner:

- approximately HK\$23.9 million, representing approximately 89.0% of the net proceeds, will be used for expanding the Group’s restaurant network;
- approximately HK\$1.6 million, representing approximately 6.1% of the net proceeds, will be used for enhancing the Group’s brand recognition in Hong Kong;
- approximately HK\$0.4 million, representing approximately 1.5% of the net proceeds, will be used for enhancing the overall profitability of the Group’s restaurants; and
- the remaining balance of approximately HK\$0.9 million, representing approximately 3.4% of the net proceeds, will be used as the Group’s general working capital and for corporate purposes.

LEVEL OF INDICATIONS OF INTERESTS UNDER THE PLACING AND THE LAPSE OF THE OFFER SIZE ADJUSTMENT OPTION

The 200,000,000 Placing Shares initially offered under the Placing have been moderately over-subscribed. The Offer Size Adjustment Option has not been exercised by the Sole Lead Manager and has lapsed.

RESULTS OF ALLOCATION

Pursuant to the Placing, 200,000,000 Shares (representing 25% of the enlarged issued share capital of the Company immediately after completion of the Placing and the Capitalisation Issue) have been conditionally allocated to a total of 150 professional, institutional and other investors. A total of 100 Placees have been allotted two board lots of Shares or below representing approximately 66.7% of the total number of Placees. The distribution of the Placing Shares is set forth as 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	26,665,000	13.33%	3.33%
Top 5 Placees	90,160,000	45.08%	11.27%
Top 10 Placees	135,515,000	67.76%	16.94%
Top 25 Placees	189,490,000	94.75%	23.69%

Number of Placing Shares allocated

	Number of Placees
5,000 to 10,000	100
10,001 to 100,000	14
100,001 to 1,000,000	6
1,000,001 to 10,000,000	24
10,000,001 and above	6

Total:

150

The Directors confirm that, to the best of their knowledge and belief, all the Placees and their respective ultimate beneficial owners are independent of and not connected with the Company and any of the Directors, chief executive, Selling Shareholder, 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 close associates, and are not any

person or group of persons as stated in Rule 10.12(4) of the GEM Listing Rules or any nominees of the foregoing, and none of the Shares subscribed by the Placees has been financed directly or indirectly by the Directors, chief executive, Selling Shareholder, Controlling Shareholders, substantial shareholders or significant shareholders of the Company or any of its subsidiaries or their respective close associates, and none of the Placees is accustomed to taking instructions from any of the Directors, chief executive, Selling Shareholder, Controlling Shareholders, substantial shareholders or significant shareholders of the Company or any of its subsidiaries or their respective close associates in relation to the acquisition, disposal, voting or other disposition of the Shares registered in his/her/its name or otherwise held by him/her/it. No Placees will individually be placed over 10% of the enlarged issued share capital of the Company immediately after completion of the Capitalisation Issue and the Placing. The Directors also confirm that there will not be any new substantial shareholders 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, at least 25% of the total number of issued Shares must at all times be held by the public. 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 can be beneficially 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 at least 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 beneficially 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 (i.e. Friday, 5 August 2016) 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.

The share certificates for the Placing Shares to be distributed via CCASS are expected to be deposited into CCASS on or before Thursday, 4 August 2016 for credit to the relevant CCASS Participants' stock accounts or the relevant CCASS Investor Participants' stock accounts designated by the Sole Lead Manager, the placing agents, the Placees or their agents (as the case may be) based on their respective instructions.

Prospective investors of the Placing Shares should note that the Sole Lead Manager (for itself and on behalf of the Underwriters) is entitled to terminate the obligations of the Underwriters under the Underwriting Agreement by notice in writing to be given to the Company (for itself and on behalf of the Selling Shareholder) upon the occurrence of any of the events set out in the section headed “Underwriting — Underwriting arrangements and expenses — The Underwriting Agreement — Grounds for termination” in the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date (i.e. Friday, 5 August 2016). In the event that the Underwriting Agreement is terminated, the Placing will lapse and thereafter, all money received will be refunded to applicants of the Placing without interests and the Stock Exchange will be notified immediately. Notice of the lapse of the Placing will be published by the Company on the website of the Stock Exchange at www.hkexnews.hk and the Company’s website at www.diningconcepts.com on the next business day immediately following the date of such lapse.

All share certificates 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 prior to 8:00 a.m. (Hong Kong time) on the Listing Date.

COMMENCEMENT OF DEALINGS

Dealings in the Shares on GEM are expected to commence at 9:00 a.m. (Hong Kong time) on Friday, 5 August 2016. Shares will be traded in board lots of 5,000 Shares each. The stock code for the Shares is 8056. 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.diningconcepts.com.

By order of the Board
Dining Concepts Holdings Limited
Sandeep Sekhri
Chief executive officer and executive Director

Hong Kong, 4 August 2016

As at the date of this announcement, the executive Directors are Mr. Sandeep Sekhri and Mr. Sandip Gupta, the non-executive Directors are Mr. Jugdish Johnny Uttamchandani and Ms. Shalu Anil Dayaram, and the independent non-executive Directors are Mr. Chan Ming Sun Jonathan, Mr. Zen Chung Hei, Hayley and Mr. Amit Agarwal.

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, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive; there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the “Latest Listed Company Information” page of the Stock Exchange’s website at www.hkexnews.hk for at least 7 days from the date of its posting. This announcement will also be published on the Company’s website at www.diningconcepts.com.