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## STRUCTURE AND CONDITIONS OF THE PLACING

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### PLACING PRICE

The Placing Price, being HK\$0.52 per Placing Share, plus a 1% brokerage fee, a 0.005% Stock Exchange trading fee and a 0.0027% SFC transaction levy, amounting to a total of HK\$2,626.20 for each board lot of 5,000 Shares, make up total price payable on subscription.

The level of indication of interests in the Placing and the basis of allocations of the Placing Shares will be announced on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company's website at [www.speedapparel.com.hk](http://www.speedapparel.com.hk) at or before 9:00 a.m. on or about Tuesday, 7 February 2017.

### THE PLACING

#### Placing

The Placing comprises 125,000,000 Placing Shares conditionally offered by the Company for subscription by way of private placements to professional, institutional or private investors. The Placing Shares will represent 25% of the Company's enlarged issued share capital immediately after completion of the Placing (without taking into account of any Shares which may be allotted and issued pursuant to the exercise of any options which may be granted under the Share Option Scheme) and the Capitalisation Issue. The Placing is fully underwritten by the Underwriters.

Pursuant to the Placing, it is expected that the Underwriters or selling agents nominated by them, on behalf of the Company will conditionally place the Placing Shares at the Placing Price (plus a 1% brokerage fee, a 0.005% Stock Exchange trading fee and a 0.0027% SFC transaction levy) with selected professional, institutional and private investors in Hong Kong. Professional, institutional and private investors generally include brokers, dealers, high net worth individuals and companies (including fund managers) whose ordinary business involves dealing and investing in shares and other securities.

#### Basis of Allocation

Allocation of the Placing Shares to selected professional, institutional or private investors will be based on a number of factors, including the level and timing of demand and whether or not it is expected that the relevant investor is likely to purchase further Shares or hold or sell their Shares after the Listing. Such allocation is intended to result in a distribution of the Placing Shares which would lead to the establishment of a solid professional and institutional shareholder base for the benefit of the Company and the Shareholders as a whole. In particular, the Placing Shares will be allocated pursuant to Rule 11.23(8) of the GEM Listing Rules, that 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. No allocations of the Placing Shares will be permitted to nominee companies unless the name of the ultimate beneficiary is disclosed, without the prior written consent of the Stock Exchange. There will not be any preferential treatment in the allocation of the Placing Shares to any persons.

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The Placing is subject to the conditions as stated in the section headed “Structure and conditions of the Placing — Conditions of the Placing” in this prospectus.

### CONDITIONS OF THE PLACING

The Placing will be conditional upon, among other things:

**(a) Listing**

The Stock Exchange granting the listing of, and permission to deal in, the Shares in issue and the Shares to be issued as mentioned herein including any Shares which may fall to be issued pursuant to the Placing and the Capitalisation Issue and upon exercise of the options that may be granted under the Share Option Scheme on GEM; and

**(b) Underwriting Agreement**

The obligations of the Underwriters under the Underwriting Agreement becoming unconditional (including, if relevant, as a result of the waiver of any condition(s) by the Sponsor and the Lead Manager (for itself and on behalf of the Co-Managers and the Underwriters) and the Underwriting Agreement not being terminated in accordance with its terms or otherwise prior to 8:00 a.m. (Hong Kong time) on the Listing Date). Details of the Underwriting Agreement, the conditions and grounds for termination, are set out in the section headed “Underwriting” in this prospectus, in each case, on or before the dates and times specified in the Underwriting Agreement (unless and to the extent such conditions are validly waived on or before such dates and times) and in any event not later than the 30th day after the date of this prospectus.

If such conditions have not been fulfilled or waived by the Sponsor and/or the Lead Manager (for itself and on behalf of the Co-Managers and the Underwriters) prior to the times and dates specified, 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 at the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company’s website at [www.speedapparel.com.hk](http://www.speedapparel.com.hk) on the next Business Day following such lapse.

### COMMENCEMENT OF DEALINGS IN THE SHARES

Dealings in the Shares on GEM are expected to commence at 9:00 a.m. on Wednesday, 8 February 2017. Shares will be traded in board lots of 5,000 Shares each and freely transferrable.

### SHARES WILL BE ELIGIBLE FOR ADMISSION INTO CCASS

Application has been made to the Stock Exchange for listing of and permission to deal in the Shares in issue and to be issued as mentioned in this prospectus. Subject to the granting of the listing of and permission to deal in the Shares in issue and to be issued as mentioned in this 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

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CCASS with effect from the date of commencement of dealings in the Shares on the Stock Exchange or, under contingent situation, any 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 necessary arrangements have been made for the Shares to be admitted into CCASS.

All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. Investors should seek the advice of their stockbrokers or other professional adviser for details of those settlement arrangements and how such arrangements will affect their rights and interest.

Details of the Placing will be announced in accordance with Rules 10.12(4), 16.08 and 16.16 of the GEM Listing Rules.