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Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the prospectus dated 30 March 2017 (the “**Prospectus**”) of Man Shing Global Holdings Limited (the “**Company**”).

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of the Company. Prospective investors should read the Prospectus carefully for detailed information about the Company and the Share Offer described below before deciding whether or not to invest in the Offer Shares thereby being offered.

This announcement is not for release, publication, distribution, directly or indirectly, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia). This announcement does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities of the Company in the United States or in any other jurisdictions. The Shares have not been, and will not be, registered under the United States Securities Act of 1933, as amended from time to time (the “**U.S. Securities Act**”). The securities may not be offered or sold in the United States except pursuant to registration or an exemption from the registration requirements of the U.S. Securities Act. There will be no public offer and is not currently intended to be any public offer of securities in the United States.



Man Shing Global Holdings Limited 萬成環球控股有限公司

(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 SHARE OFFER

Number of Offer Shares	:	150,000,000 Shares (subject to Offer Size Adjustment Option)
Number of Public Offer Shares	:	15,000,000 Shares (subject to reallocation)
Number of Placing Shares	:	135,000,000 Shares (subject to reallocation and Offer Size Adjustment Option)
Offer Price	:	Not more than HK\$0.32 per Offer Share and expected to be not less than HK\$0.28 per Offer 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 and subject to refund)
Nominal value	:	HK\$0.01 per Share
Stock code	:	8309

Sole Sponsor



Sole Global Coordinator



Joint Bookrunners and Joint Lead Managers

Joint Lead Manager



Application has been made to the Stock Exchange for the listing of, and permission to deal in, the Shares in issue and to be issued pursuant to the Share Offer (including any Shares which may be issued pursuant to the Capitalisation Issue and any Shares which fall to be allotted and issued pursuant to the exercise of the Offer Size Adjustment Option or of any options which may be granted under the Share Option Scheme).

The Share Offer comprises (subject to the Offer Size Adjustment Option) the Placing and the Public Offer. A total of 150,000,000 Shares will be made available under the Share Offer, of which 135,000,000 Shares (subject to reallocation and Offer Size Adjustment Option), representing 90% of the Offer Shares, will be conditionally placed under the Placing. The remaining 15,000,000 Shares (subject to reallocation), representing 10% of the Offer Shares, will be offered under the Public Offer. The allocation of the Offer Shares between the Public Offer and the Placing will be subject to adjustment as described in the section headed “Structure and Conditions of the Share Offer” in the Prospectus.

In connection with the Share Offer, the Company granted to the Sole Global Coordinator the Offer Size Adjustment Option. Pursuant to the Offer Size Adjustment Option, the Company may be required to allot and issue, at the final Offer Price, up to an aggregate of 22,500,000 additional new Shares, representing 15% of the Offer Shares initially available under the Share Offer. The Offer Size Adjustment Option can only be exercised by the Sole Global Coordinator at any time before 6:00 p.m. on the business day immediately before the date of the announcement with respect to the level of indication of interest in the Placing; otherwise it will lapse. If the Offer Size Adjustment Option is exercised in full, the Company will be required to issue 22,500,000 additional new Shares, representing approximately 3.6% of the Company’s total enlarged number of Shares in issue immediately following completion of the Share Offer and the Capitalisation Issue and the exercise of the Offer Size Adjustment Option but without taking into account any Shares which may fall to be issued upon the exercise of any options that may be granted under the Share Option Scheme. The Shares to be issued pursuant to the exercise of the Offer Size Adjustment Option will not be used for price stabilisation purpose and the Offer Size Adjustment Option is not subject to the Securities and Futures (Price Stabilising) Rules of the SFO (Chapter 571W of the Laws of Hong Kong).

The Company will disclose in its allotment results announcement which will be announced on the Stock Exchange’s website at www.hkexnews.hk and the Company’s website at www.manshing.com.hk on or before Wednesday, 12 April 2017 whether and to what extent the Offer Size Adjustment Option has been exercised, and will confirm in the announcement that, if the Offer Size Adjustment Option is not exercised by that time, then the Offer Size Adjustment Option will have lapsed and cannot be exercised on any future date.

The Share Offer is fully underwritten by the Underwriters, subject to the terms and conditions of the Underwriting Agreements. Prospective investors of the Share Offer should note that the Underwriters are entitled, in their absolute discretion, to terminate their obligations under the Underwriting Agreements by notice in writing to the Company given by the Sole Global Coordinator (for itself and on behalf of the Underwriters and the Sole Sponsor) upon the occurrence of any of the events set out under the paragraph headed “The Public Offer Underwriting Agreement – 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, which is expected to be Thursday, 13 April 2017.

Application for the Offer Shares will only be considered on the basis of the terms and conditions as stated in the Prospectus and the related Application Forms. The Share Offer is conditional upon the fulfillment of the conditions set forth under the paragraph headed “Conditions of the Share Offer” in the section headed “Structure and Conditions of the Share Offer” in the Prospectus and the Underwriting Agreements. In the event that the conditions of the Share Offer as mentioned therein are not fulfilled (or waived, where applicable) in accordance with the terms and conditions of the Underwriting Agreements on or before the dates and times as specified therein, the Share Offer will lapse and the application monies received will be refunded to applicants of the Share Offer without interest and the Stock Exchange will be notified immediately. Notice of the lapse of the Share Offer will be published by the Company on the Stock Exchange’s website at www.hkexnews.hk and the Company’s website at www.manshing.com.hk on the next Business Day following the date of such lapse.

The Offer Price will not be more than HK\$0.32 per Offer Share and is expected to be not less than HK\$0.28 per Offer Share. Applicants under the Public Offer should pay, on application, the maximum Offer Price of HK\$0.32 per Offer Share plus 1% brokerage, 0.005% Stock Exchange trading fee and 0.0027% SFC transaction levy in full upon application for Public Offer Shares under the terms set out in the Application Forms, subject to refund if the Offer Price as finally determined is lower than the maximum Offer Price of HK\$0.32 per Offer Share. The Offer Price is expected to be determined by the Price Determination Agreement between the Sole Global Coordinator (for itself and on behalf of the Underwriters) and the Company on the Price Determination Date, which is expected to be on Thursday, 6 April 2017 or such later date as may be agreed between the Sole Global Coordinator (for itself and on behalf of the Underwriters) and the Company. If, for whatever reason, the Sole Global Coordinator (for itself and on behalf of the Underwriters) and the Company are unable to reach agreement on the Offer Price on the Price Determination Date, the Share Offer will not become unconditional and will lapse. In case of such event, a notice will be published on the Stock Exchange’s website at www.hkexnews.hk and the Company’s website at www.manshing.com.hk.

Applicants who wish to be allotted the Public Offer Shares in their own names should complete and sign the **WHITE** Application Forms. Applicants who wish to have the Public Offer Shares allotted and issued in the name of HKSCC Nominees Limited and deposited directly into CCASS to be credited to their CCASS Participant’s stock accounts or the stock accounts of their designated CCASS Participants maintained with CCASS should complete and sign the **YELLOW** Application Forms.

The office of Sole Sponsor is located at Suite 1908, 19th Floor, COSCO Tower, 183 Queen’s Road Central, Central, Hong Kong. Copies of the Prospectus, together with the **WHITE** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Thursday, 30 March 2017 until 12:00 noon on Wednesday, 5 April 2017, from the following locations:

(i) the offices of the Public Offer Underwriters:

Changjiang Securities
Brokerage (HK) Limited

Suite 1908, 19th Floor, COSCO Tower,
183 Queen’s Road Central, Central, Hong Kong

Aristo Securities Limited

Room 101, 1st Floor, On Hong Commercial
Building, 145 Hennessy Road, Wanchai, Hong Kong

Fortune (HK) Securities Limited

35/F Office Tower, Convention Plaza,
No.1 Harbour Road, Wanchai, Hong Kong

Bluemount Securities Limited	Flat C & D, 12th Floor, Hang Seng Tsuen Wan Building, 289 Sha Tsui Road, Tsuen Wan, Hong Kong
Cinda International Securities Limited	45th Floor, COSCO Tower, 183 Queen's Road Central, Hong Kong
Founder Securities (Hong Kong) Limited	21st Floor, 33 Des Voeux Road Central, Central, Hong Kong

(ii) any of the following branches of the receiving bank, Standard Chartered Bank (Hong Kong) Limited:

	Branch	Address
Hong Kong Island	Wanchai Southorn Branch	Shop C2 on G/F and 1/F to 2/F, Lee Wing Building, No. 156-162 Hennessy Road, Wanchai
Kowloon	Mongkok Branch	Shop B, G/F, 1/F & 2/F, 617-623 Nathan Road, Mongkok
New Territories	Shatin Plaza Branch	Shop No. 8, Shatin Plaza, 21-27 Shatin Centre Street, Shatin

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Thursday, 30 March 2017 until 12:00 noon on Wednesday, 5 April 2017 from the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong or your stockbroker, who may have **YELLOW** Application Forms and the copies of the Prospectus available.

The completed **WHITE** or **YELLOW** Application Form, together with a cheque or a banker's cashier order attached and marked payable to "Horsford Nominees Limited – Man Shing Global Public Offer" for the payment, should be deposited in the special collection boxes provided at any of the branches of the receiving bank listed above, at the following times:

Thursday, 30 March 2017	–	9:00 a.m. to 5:00 p.m.
Friday, 31 March 2017	–	9:00 a.m. to 5:00 p.m.
Saturday, 1 April 2017	–	9:00 a.m. to 1:00 p.m.
Monday, 3 April 2017	–	9:00 a.m. to 5:00 p.m.
Wednesday, 5 April 2017	–	9:00 a.m. to 12:00 noon

Please refer to the sections headed "Structure and Conditions of the Share Offer" and "How to Apply for Public Offer Shares" in the Prospectus for details of the conditions and procedures of the Share Offer.

All Share certificates will only become valid certificates of title when the Share Offer has become unconditional in all respects and neither of the Underwriting Agreements has been terminated in accordance with its terms prior to 8:00 a.m. (Hong Kong time) on the Listing Date.

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

All necessary arrangements have been made for the Shares to be admitted into CCASS. Subject to the granting by the Stock Exchange of the listing of and permission to deal in the Shares on GEM and the compliance 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, which is expected to be Thursday, 13 April 2017 or 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 activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

The announcement of the final Offer Price, the level of indication of interest in the Placing, the level of applications of the Public Offer and the basis of allocation of the Public Offer Shares will be published on the Stock Exchange's website at www.hkexnews.hk and the Company's website at www.manshing.com.hk on Wednesday, 12 April 2017.

Results of allocations in the Public Offer with the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants (where applicable) for the Public Offer, will be made available in the manner specified in the section headed "How to Apply for Public Offer Shares – 8. Publication of Results" in the Prospectus on Wednesday, 12 April 2017.

Dealings in the Shares on GEM are expected to commence at 9:00 a.m. on Thursday, 13 April 2017. Shares will be traded in board lots of 10,000 Shares. The GEM stock code for the Shares is 8309.

By order of the Board
Man Shing Global Holdings Limited
Wong Chong Shing
Chairman and executive Director

Hong Kong, 30 March 2017

As at the date of this announcement, our executive Directors are Wong Chong Shing, Wong Man Sing, Wong Chi Ho, Chan Shing Yi Jacky and our independent non-executive Directors are Lee Pak Chung, Au-Yeung Tin Wah and Chiu Ka Wai.

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 herein or 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 and a copy of the Prospectus will remain on the Stock Exchange's website at www.hkexnews.hk and in the case of this announcement, on the "Latest Company Announcements" page for at least seven days from the date of its posting. This announcement and a copy of the Prospectus will also be published on the Company's website at www.manshing.com.hk.