

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the Shares or other securities of Tak Lee Machinery Holdings Limited (the “Company”). Potential investors should read the prospectus dated 17 July 2017 (the “Prospectus”) issued by the Company for detailed information about the Share Offer described below before deciding whether or not to invest in the Offer Shares.

Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the Prospectus.

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TLMC

Tak Lee Machinery Holdings Limited
德利機械控股有限公司

(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 : 250,000,000 Shares
Number of Public Offer Shares : 25,000,000 Shares (subject to reallocation)
Number of Placing Shares : 225,000,000 Shares (subject to reallocation)
Offer Price : Not more than HK\$0.44 per Offer Share
and expected to be not less than HK\$0.28
per Offer Share, plus brokerage of 1%, SFC
transaction levy of 0.0027% and Stock
Exchange trading fee of 0.005% (payable in
full upon application in Hong Kong dollars
and subject to refund)
Nominal Value : HK\$0.01 each
Stock Code : 8142

Sole Sponsor



Sole Bookrunner and Sole Lead Manager



Co-managers



Application has been made by the Company for the granting of the approval for the listing of, and permission to deal in, the Shares in issue and any Shares to be issued pursuant to the Share Offer and as mentioned in the Prospectus (including any Shares which may be issued under the Capitalisation Issue and pursuant to the exercise of the options which may be granted under the Share Option Scheme).

The Share Offer comprises the Placing and the Public Offer. A total of 250,000,000 Shares will be made available under the Share Offer, of which 225,000,000 Shares (subject to reallocation), representing 90% of the Offer Shares, will be conditionally placed under the Placing. The remaining 25,000,000 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 Placing and the Public Offer will be subject to adjustment as described in the section headed “Structure and conditions of the Share Offer” in the Prospectus.

Subject to the granting of the approval for listing of, and permission to deal in, the Shares on GEM and 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 date of commencement of dealings in the Shares on GEM or such other date as may be determined by HKSCC.

Settlement of transaction 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 to enable the Shares to be admitted into CCASS.

The Offer Price will not be more than HK\$0.44 per Offer Share and is expected to be not less than HK\$0.28 per Offer Share. Applicants for the Offer Shares are required to pay, upon application, the maximum Offer Price of HK\$0.44 for each Offer Share together with a brokerage fee of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005% in full upon application for Shares under the terms set out in the Application Forms, subject to refund if the Offer Price as finally determined is less than HK\$0.44 per Offer Share.

Application for the Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus and the related Application Forms. The Share Offer is conditional upon the fulfillment of the conditions as set out in the paragraph headed “Conditions of the Share Offer” in the section headed “Structure and conditions of the Share Offer” in the Prospectus. If such conditions have not been fulfilled or waived 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 not proceed and all money received will be refunded to applicants for the Share Offer without interests and the Stock Exchange will be notified immediately. Notice of the lapse of the Share Offer will be published on the Stock Exchange’s website at www.hkexnews.hk and the Company’s website at www.tlmc-hk.com on the next day immediately following the date of such lapse.

Prospective investors should note that the Underwriters are entitled to terminate their obligations under the Underwriting Agreements by notice in writing to the Company given by the Sole Bookrunner (for itself and on behalf of the Underwriters) upon the occurrence of any of the events set forth in 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, i.e. Thursday, 27 July 2017. Such events include, among other things, acts of government, strikes, lock-outs, fire, explosions, flooding, earthquakes, epidemics, pandemics, outbreaks of infections, diseases and any related or mutated forms of infectious diseases, civil commotions, economic sanctions, public disorder, social or political crises, acts of war, act of terrorism, acts of God, accidents or interruptions or delays in transportation in or affecting any Relevant Jurisdictions.

Applicants who wish to be allotted the Offer Shares in their own names should (i) complete and sign the WHITE Application Forms or (ii) submit applications online through the designated website of the HK eIPO White Form Service Provider at www.hkeipo.hk under the HK eIPO White Form service.

Applicants who wish to have the Offer Shares allotted and issued in the name of HKSCC Nominees Limited and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or the stock accounts of their designated CCASS Participants should (i) complete and sign the YELLOW Application Forms, or (ii) give electronic application instructions to HKSCC via CCASS.

Copies of the Prospectus, together with the WHITE Application Forms, may be obtained during normal business hours from 9:00 a.m. on Monday, 17 July 2017 until 12:00 noon on Thursday, 20 July 2017, from the following locations:

(i) any of the following addresses of the Public Offer Underwriter:

Southwest Securities (HK) Brokerage Limited

40/F., Lee Garden One
33 Hysan Avenue
Causeway Bay
Hong Kong

Founder Securities (Hong Kong) Limited

21st Floor
33 Des Voeux Road Central
Central
Hong Kong

Aristo Securities Limited
Room 101, 1st Floor
On Hong Commercial Building
145 Hennessy Road
Wan Chai
Hong Kong

(ii) any of the following branches of the receiving bank:

Standard Chartered Bank (Hong Kong) Limited

District	Branch	Address
Hong Kong Island	88 Des Voeux Road Branch	88 Des Voeux Road Central, Central
	Aberdeen Branch	Shop 4A, G/F and Shop 1, 1/F, Aberdeen Centre Site 5, No.6-12 Nam Ning Street, Aberdeen
Kowloon	Mongkok Branch	Shop B, G/F, 1/F & 2/F, 617-623 Nathan Road, Mongkok
	Mei Foo Manhattan Branch	Shop Nos. 07&09, Ground Floor, Mei Foo Plaza, Mei Foo Sun Chuen
New Territories	Tseung Kwan O Branch	Shop G37-40, G/F, Hau Tak Shopping Centre East Wing, Hau Tak Estate, Tseung Kwan O

Copies of the Prospectus, together with the YELLOW Application Forms, may be obtained during normal business hours from 9:00 a.m. on Monday, 17 July 2017 until 12:00 noon on Thursday, 20 July 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.

Applicants applying by HK eIPO White Form may submit application to the HK eIPO White Form Service Provider through the designated website www.hkeipo.hk (24 hours daily, except on the last application day) from 9:00 a.m. on Monday, 17 July 2017 until 11:30 a.m. on Thursday, 20 July 2017 and the latest time for completing full payment of application monies in respect of such applications will be 12:00 noon on Thursday, 20 July 2017 or such later date as described under the section headed “How to apply for Public Offer Shares — 10. Effect of bad weather on the opening of the application lists” in the Prospectus.

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 — Tak Lee Machinery 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:

Monday, 17 July 2017	–	9:00 a.m. to 5:00 p.m.
Tuesday, 18 July 2017	–	9:00 a.m. to 5:00 p.m.
Wednesday, 19 July 2017	–	9:00 a.m. to 5:00 p.m.
Thursday, 20 July 2017	–	9:00 a.m. to 12:00 noon.

CCASS Participants may give electronic application instructions from 9:00 a.m. on Monday, 17 July 2017 until 12:00 noon on Thursday, 20 July 2017 or such later time as described in the section headed “How to apply for Public Offer Shares — 10. Effect of bad weather on the opening of the application lists” in the Prospectus.

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.

The Company expects to announce the final Offer Price, the level of indication of interest in the Placing, the level of applications in the Public Offer and the basis of allocation of the Public Offer Shares on Wednesday, 26 July 2017 on our Company’s website at www.tlmc-hk.com and the website of the Stock Exchange at www.hkexnews.hk.

The results of allocations of the Public Offer, with the successful applicant’s identification document numbers if applicable, under the Public Offer will be made available through a variety of channels from Wednesday, 26 July 2017 in the manner described in the paragraph headed “How to apply for Public Offer Shares — 11. Publication of results” in the Prospectus.

The Company will not issue temporary documents of title of the Shares. No receipt will be issued for the sums paid on application.

Share certificates will only become valid documents of title provided that the Share Offer becomes unconditional and the right of termination described in the section “Underwriting” in the Prospectus has not been exercised at or before 8:00 a.m. in Hong Kong on Thursday, 27 July 2017. Dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Thursday, 27 July 2017. The Shares will be traded in board lots of 10,000 Shares each. The stock code of the Share is 8142.

By order of the Board
Tak Lee Machinery Holdings Limited
Chow Luen Fat
Executive Director

Hong Kong, 17 July 2017

As at the date of this announcement, the executive Directors are Mr. Chow Luen Fat, Ms. Liu Shuk Yee and Ms. Ng Wai Ying; the non-executive Director is Ms. Cheng Ju Wen; and the independent non-executive Directors are Mr. Wong Man Hin Raymond, Mr. Law Tze Lun and Mr. Kwok Siu Man.

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; and there are no other matters the omission of which would make any statement herein or in this announcement misleading.

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 7 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.tlmc-hk.com.