

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 Takbo Group Holdings Limited (the “Company”). Potential investors should read the prospectus dated 13 October 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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TAKBO GROUP HOLDINGS LIMITED

德寶集團控股有限公司

(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 | : 100,000,000 Shares |
| Number of Public Offer Shares | : 10,000,000 Shares (subject to reallocation) |
| Number of Placing Shares | : 90,000,000 Shares (subject to reallocation) |
| Offer Price | : Not more than HK\$0.69 per Offer Share (payable in full in Hong Kong dollars on application plus brokerage fee of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005% and subject to refund) and expected to be not less than HK\$0.65 per Offer Share |
| Nominal Value | : HK\$0.01 per Share |
| Stock Code | : 8436 |

Sole Sponsor



Joint Bookrunners and Joint Lead Managers



Co-Manager



Pacific Foundation Securities Limited

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). Assuming the Share Offer becomes unconditional before 8:00 a.m. (Hong Kong time) on Friday, 27 October 2017, it is expected that dealings in the Shares on GEM will commence at 9:00 a.m. on Friday, 27 October 2017.

The Share Offer comprises the Placing and the Public Offer. A total of 100,000,000 Shares will be made available under the Share Offer, of which 90,000,000 Shares (subject to reallocation), representing 90% of the Offer Shares (subject to reallocation), will be conditionally placed under the Placing. The remaining 10,000,000 Shares (subject to reallocation), representing 10% of the Offer Shares (subject to reallocation), will be offered under the Public Offer. The allocation of the Offer Shares between the Placing and the Public Offer will be subject to reallocation as described in the section headed “Structure and Conditions of the Share Offer — The Public Offer — Reallocation” 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 final Offer Price is expected to be fixed by agreement between SCS (for itself and on behalf of the Underwriters) and the Company on the Price Determination Date, which is expected to be on or about Wednesday, 18 October 2017 or such later date as SCS (for itself and on behalf of the Underwriters) and the Company may agree. If, for any reason, SCS (for itself and on behalf of the Underwriters) and the Company are unable to reach an agreement on the Offer Price by Wednesday, 25 October 2017, the Share Offer will not proceed and will lapse. In such event, the Company will issue an announcement on the Stock Exchange’s website at www.hkexnews.hk and the Company’s website at www.takbogroup.com.

The Offer Price will not be more than HK\$0.69 per Offer Share and is expected to be not less than HK\$0.65 per Offer Share. Applicants for the Offer Shares are required to pay, upon application, the maximum Offer Price of HK\$0.69 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\$0.69 per Offer Share.

Application for the Public 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 section headed “Structure and

Conditions of the Share Offer — Conditions of the Public Offer” in the Prospectus. If any of such conditions has not been fulfilled or waived in accordance with the terms and conditions of the Public Offer Underwriting Agreement prior to the time(s) and date(s) specified therein, the Share Offer will lapse 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.takbogroup.com on the next business day following such lapse. In such event, all application monies will be refunded to applicants, without interest.

Prospective investors should note that SCS (for itself and on behalf of the Underwriters) is entitled to terminate the Public Offer Underwriters’ obligations under the Public Offer Underwriting Agreement by notice in writing to the Company upon the occurrence of any of the events set forth in the section headed “Underwriting — Underwriting arrangements and expenses — The Public Offer — Grounds for termination” in the Prospectus at any time before 8:00 a.m. (Hong Kong time) on the Listing Date, which is currently expected to be Friday, 27 October 2017.

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 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 Friday, 13 October 2017 until 12:00 noon on Wednesday, 18 October 2017, from the following locations:

1. Supreme China Securities Limited, Suite 2701–2, 27/F., Everbright Centre, 108 Gloucester Road, Wanchai, Hong Kong;
2. Infast Brokerage Limited, 18th Floor, No. 8 Lyndhurst Terrace, Central, Hong Kong;
3. Lego Securities Limited, Room 804, 8th Floor, Jubilee Centre, 46 Gloucester Road, Wanchai, Hong Kong;
4. Pacific Foundation Securities Limited, 11th Floor, New World Tower II, 16–18 Queen’s Road Central, Hong Kong; or

5. Any of the following branches of the receiving bank, The Bank of East Asia, Limited:

| District | Branch name | Branch address |
|-------------------------|---------------------------|---|
| Hong Kong Island | Main Branch | 10 Des Voeux Road Central, Central |
| | North Point Branch | 326–328 King’s Road, North Point |
| Kowloon | East Tsim Sha Tsui Branch | Shop G3–G5, G/F, East Ocean Centre, 98 Granville Road, Tsim Sha Tsui |
| New Territories | Shatin Plaza Branch | Shop 3–4, Level 1, Shatin Plaza, Shatin |

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Friday, 13 October 2017 until 12:00 noon on Wednesday, 18 October 2017, at 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 “The Bank of East Asia (Nominees) Limited — Takbo Group 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:

Friday, 13 October 2017 — 9:00 a.m. to 5:00 p.m.
Saturday, 14 October 2017 — 9:00 a.m. to 1:00 p.m.
Monday, 16 October 2017 — 9:00 a.m. to 5:00 p.m.
Tuesday, 17 October 2017 — 9:00 a.m. to 5:00 p.m.
Wednesday, 18 October 2017 — 9:00 a.m. to 12:00 noon

The application lists will be open from 11:45 a.m. to 12:00 noon on Wednesday, 18 October 2017, the last application day or such later time as described in the section headed “How to Apply for Public Offer Shares — 9. Effect of bad weather on the opening of the application lists” in the Prospectus.

CCASS Clearing/Custodian Participants can input **electronic application instructions** at the following times on the following dates:

Friday, 13 October 2017 — 9:00 a.m. to 8:30 p.m.⁽¹⁾
Monday, 16 October 2017 — 8:00 a.m. to 8:30 p.m.⁽¹⁾
Tuesday, 17 October 2017 — 8:00 a.m. to 8:30 p.m.⁽¹⁾
Wednesday, 18 October 2017 — 8:00 a.m.⁽¹⁾ to 12:00 noon

Note:

(1) These times are subject to change as HKSCC may determine from time to time with prior notification to CCASS Clearing/Custodian Participants.

CCASS Investor Participants can input **electronic application instructions** from 9:00 a.m. on Friday, 13 October 2017 until 12:00 noon on Wednesday, 18 October 2017 (24 hours daily, except from 3:00 a.m. on Saturday, 14 October 2017 until 7:00 a.m. on Sunday, 15 October 2017 and on the last application day).

The latest time for inputting your **electronic application instructions** will be 12:00 noon on Wednesday, 18 October 2017, the last application day or such later time as described in the section headed “How to Apply for the Public Offer Shares — 9. 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 the Public Offer Shares” in the Prospectus for details of the conditions and procedures of the Public Offer.

The Company expects to announce the final Offer Price, the indications of the level of interest in the Placing, the level of applications of the Public Offer and the basis of allocation of the Public Offer Shares under the Share Offer on Thursday, 26 October 2017 on the website of the Stock Exchange at **www.hkexnews.hk** and on the website of the Company at **www.takbogroup.com**.

The results of allocations of the Public Offer Shares, with the successful applicants’ identification document numbers if applicable, under the Public Offer will be made available through a variety of channels including our Company’s website at **www.takbogroup.com** and the website of the Stock Exchange at **www.hkexnews.hk** in the manner described in the section headed “How to Apply for the Public Offer Shares — 10. 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 headed “Underwriting” in the Prospectus has not been exercised before 8:00 a.m. in Hong Kong on Friday, 27 October 2017. Dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Friday, 27 October 2017. The Shares will be traded in board lots of 5,000 Shares each. The stock code of the Shares is 8436.

By order of the board of directors of
Takbo Group Holdings Limited
Or Naam
Chief Executive Officer and Executive Director

Hong Kong, 13 October 2017

As at the date of this announcement, the executive Directors are Mr. Or Naam, Ms. Chan Hoi Yan Polly and Mr. Or Huen; and the independent non-executive Directors are Mr. Sung Chi Keung, Mr. Tan Chong Huat and Mr. Wong, Irving Holmes Weng Hoong.

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 in this announcement misleading.

This announcement and a copy of the Prospectus will remain on the Stock Exchange 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.takbogroup.com.