

*Unless otherwise defined, terms and expressions used in this announcement shall have the same meanings as those defined in the prospectus of Asia Pioneer Entertainment Holdings Limited (the “**Company**”) dated 31 October 2017 (the “**Prospectus**”).*

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

This announcement is not an offer of securities for sale in the United States. The Company has not registered and does not intend to register any securities referred to in this announcement under the U.S. Securities Act. Securities of the Company may not be offered or sold in the United States absent registration under the U.S. Securities Act or an applicable exemption from the registration requirements under the U.S. Securities Act. There will not be and is not currently intended to be any public offering of securities in the United States.



Asia Pioneer Entertainment Holdings Limited

亞洲先鋒娛樂控股有限公司

(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 (subject to the Offer Size Adjustment Option)
Number of Public Offer Shares	: 25,000,000 Shares (subject to reallocation)
Number of Placing Shares	: 225,000,000 Shares (subject to reallocation and the Offer Size Adjustment Option)
Offer Price	: Not more than HK\$0.36 per Offer Share, plus brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005% and expected to be not less than HK\$0.24 per Offer Share (payable in full upon application in Hong Kong dollars, and subject to refund)
Nominal value	: HK\$0.01 each
Stock Code	: 8400

Sole Sponsor



Joint Bookrunners and Joint Lead Managers



Co-Manager



Application has been made by the Company to the Listing Division of the Stock Exchange for the granting of the listing of and permission to deal in the Shares in issue and to be issued on GEM as described in the Prospectus pursuant to the Share Offer (including any additional Shares which may be issued pursuant to the exercise of the Offer Size Adjustment Option).

The Share Offer comprises (a) the Public Offer of initially 25,000,000 Shares (subject to reallocation), representing 10% of the total number of Offer Shares; and (b) the Placing of initially 225,000,000 Shares (subject to reallocation and the Offer Size Adjustment Option), representing 90% of the total number of the Offer Shares, outside the United States in reliance on Regulation S or other available exemption from the registration requirement of the U.S. Securities Act. The allocation of the Offer Shares between the Public Offer and the Placing will be subject to reallocation as described in the section headed “Structure and conditions of the Share Offer” in the Prospectus.

In connection with the Share Offer, subject to the Company’s prior consent, the Company may grant an Offer Size Adjustment Option to the Placing Underwriters pursuant to the exercise of which the Company will be required to allot and issue up to 37,500,000 additional new Shares, representing 15% of the initial number of the Offer Shares, at the Offer Price, to cover any excess demand or over-allocations under the Placing and there will be no stabilisation action.

Assuming that the Public Offer becomes unconditional at or before 8:00 a.m. in Hong Kong on Wednesday, 15 November 2017, it is expected that dealings in the Shares on GEM will commence at 9:00 a.m. on Wednesday, 15 November 2017. The Shares will be traded in board lots of 10,000 Shares each. The stock code is 8400. In the event that the Offer Size Adjustment Option is exercised, an announcement will be made by the Company on the websites of the Stock Exchange at www.hkexnews.hk and the Company at www.apemacau.com.

Subject to the granting of approval by the Stock Exchange for the listing of, and permission to deal in, the Shares on GEM as mentioned in the Prospectus and the Company’s 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 or on any other date HKSCC chooses. Settlement of transactions between Exchange Participants (as defined in the GEM Listing Rules) 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. Investors should seek the advice of their stockbroker or other professional advisor for details of the settlement arrangement as such arrangements may affect their rights and interests. All necessary arrangements have been made for the Shares to be admitted into CCASS.

The Offer Price will not be more than HK\$0.36 per Offer Share and is expected to be not less than HK\$0.24 per Offer Share, unless otherwise announced. Applicants for the Public Offer Shares are required to pay, on application, the maximum Offer Price of HK\$0.36 per Offer Share together with brokerage fee of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%, subject to refund if the Offer Price as finally determined is less than HK\$0.36 per Offer Share.

Applications for the Public Offer Shares will only be considered on the basis of the terms and conditions of the Prospectus and the related Application Forms.

Applicants who wish to have the allocated Public Offer Shares allotted and issued in their own names should complete and sign the **WHITE** Application Forms. Applicants who wish to have the allocated Public Offer Shares allotted and issued in the name of HKSCC Nominees and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or the stock accounts of their designated CCASS Participants maintained in CCASS 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 Form, may be obtained during normal business hours from 9:00 a.m. to 5:00 p.m. from Tuesday, 31 October 2017 until Thursday, 2 November 2017 and between 9:00 a.m. to 12:00 noon on Friday, 3 November 2017 from:

- (i) any of the following offices of the Joint Bookrunners:

Southwest Securities (HK) Brokerage Limited

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

Supreme China Securities Limited

Suite 2701-02, 27/F, Everbright Centre
108 Gloucester Road, Wanchai
Hong Kong

- (ii) any of the following branches of The Bank of East Asia Limited:

District	Branch name	Address
Hong Kong Island	Main Branch	10 Des Voeux Road Central, Central
	Shauiwan Branch	G/F, Ka Fook Building, 289-293 Shau Kei Wan Road, Shau Kei Wan
Kowloon	Kwun Tong Branch	7 Hong Ning Road, Kwun Tong
	Mei Foo Sun Chuen Branch	Shop N57, G/F, Mount Sterling Mall, Mei Foo

Copies of the Prospectus, together with the **YELLOW** Application Form, may be obtained during normal business hours from 9:00 a.m. on Tuesday, 31 October 2017 until 12:00 noon on Friday, 3 November 2017 from: (i) the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong; or (ii) the applicant's broker, who may have such Application Forms and the Prospectus available.

Your completed **WHITE** or **YELLOW** Application Form, together with a cheque or a banker's cashier order marked payable to "The Bank of East Asia (Nominees) Limited – Asia Pioneer Public Offer" attached and securely stapled, should be deposited in the special collection boxes provided at any of the branches of The Bank of East Asia Limited listed above, at the following dates and times:

Tuesday, 31 October 2017 – 9:00 a.m. to 5:00 p.m.
Wednesday, 1 November 2017 – 9:00 a.m. to 5:00 p.m.
Thursday, 2 November 2017 – 9:00 a.m. to 5:00 p.m.
Friday, 3 November 2017 – 9:00 a.m. to 12:00 noon

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

- 9:00 a.m. to 8:30 p.m.⁽¹⁾, Tuesday, 31 October 2017
- 8:00 a.m. to 8:30 p.m.⁽¹⁾, Wednesday, 1 November 2017
- 8:00 a.m. to 8:30 p.m.⁽¹⁾, Thursday, 2 November 2017
- 8:00 a.m.⁽¹⁾ to 12:00 noon, Friday, 3 November 2017

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 Tuesday, 31 October 2017 until 12:00 noon on Friday, 3 November 2017 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.

Prospective investors of the Public Offer Shares should note that the obligations of the Public Offer Underwriters under the Public Offer Underwriting Agreement to subscribe, and to procure subscribers to subscribe for, the Public Offer Shares, are subject to termination by the Joint Bookrunners (on behalf of the Public Offer Underwriters) if certain grounds arise prior to 8:00 a.m. on the Listing Date. Please refer to the section headed “Underwriting – Underwriting arrangements and expenses – Public Offer – Grounds for termination” in the Prospectus for details of such grounds.

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 Tuesday, 14 November 2017, in The Standard (in English) and Sing Tao Daily (in Chinese), on the Company’s website at www.apemacau.com and on the website of the Stock Exchange at www.hkexnews.hk. Results of allocations and the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants under the Public Offer will be available through a variety of channels as described in the section headed “How to apply for the Public Offer Shares – 10. Publication of results” in the Prospectus.

If, for any reason, the Offer Price is not agreed between the Company and the Joint Bookrunners (on behalf of the Underwriters) on or before Tuesday, 14 November 2017, the Share Offer will not proceed and will lapse. In such event, the Company will issue an announcement on the website of the Stock Exchange at www.hkexnews.hk and on the Company’s website at www.apemacau.com.

No receipt will be issued for application monies paid. The Company will not issue temporary documents of title. Share certificates will only become valid certificates of title at 8:00 a.m. (Hong Kong time) on the Listing Date provided that the Share Offer has become unconditional in all respects and the right of termination described in the section headed “Underwriting – Underwriting arrangements and expenses – Public Offer – Grounds for termination” in the Prospectus has not been exercised.

By order of the Board
Asia Pioneer Entertainment Holdings Limited
Mr. Huie, Allen Tat Yan
Chairman and Executive Director

Hong Kong, 31 October 2017

As at the date of this announcement, the Board comprises of two executive Directors, namely, Mr. Huie, Allen Tat Yan and Mr. Ng Man Ho Herman; and three independent non-executive Directors, namely, Mr. Choi, Kwok Wai, Mr. Ma, Chi Seng and Mr. Ho, Kevin King Lun.

This announcement, for which all the Directors jointly and severally 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 in 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 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.apemacau.com.