

Unless otherwise defined herein, capitalised terms in this announcement shall have the same meanings as those defined in the prospectus dated 23 November 2017 (the “**Prospectus**”) issued by Alpha Era International Holdings Limited (the “**Company**”).

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 of the Company. Potential 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.



Alpha Era International Holdings Limited **合寶豐年控股有限公司**

(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	:	200,000,000 Shares (comprising 120,000,000 new Shares and 80,000,000 Sale Shares)
Number of Public Offer Shares	:	20,000,000 Shares (subject to reallocation)
Number of Placing Shares	:	180,000,000 Shares, comprising 100,000,000 new Shares and 80,000,000 Sale Shares (subject to reallocation)
Offer Price	:	Not more than HK\$0.35 per Offer Share and not less than HK\$0.20 per Offer Share plus brokerage 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	:	8406

Sole Sponsor

FRONTPAGE 富比
Frontpage Capital Limited

Joint Bookrunners and Joint Lead Managers

FRONTPAGE 富比

PF Pacific
Foundation

國新證券有限公司
SINO WEALTH SECURITIES LIMITED

THE SHARE OFFER

Application has been made by the Company through its Sole Sponsor, Frontpage Capital Limited, having its office at 26/F, Siu On Centre, 188 Lockhart Road, Wan Chai, Hong Kong, to the Stock Exchange for the listing of, and permission to deal in, the Shares in issued and to be issued pursuant to the Share Offer (including any additional Shares which may be issued pursuant to the exercise of any options which may be granted under the Share Option Scheme).

The Share Offer comprises (a) the Public Offer of initially 20,000,000 Shares (subject to reallocation), representing 10% of the total number of Offer Shares initially available under the Share Offer, and (b) the Placing of initially 180,000,000 Shares (comprising 100,000,000 new Shares offered by the Company and 80,000,000 Sale Shares offered by the Vendor) (subject to reallocation), representing 90% of the total number of Offer Shares initially available under the Share Offer. 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.

If the Stock Exchange grants the listing of, and permission to deal in, the Shares on the Growth Enterprise Market of The Stock Exchange (“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 CCASS with effect from the Listing Date or 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. All necessary arrangements have been made for the Shares to be admitted into CCASS.

The Offer Price will be not more than HK\$0.35 per Offer Share and is expected to be not less than HK\$0.20 per Offer Share, unless otherwise announced. Applicants for the Public Offer Shares shall pay in full, on application, the maximum Offer Price of HK\$0.35 per Offer Share together with brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%, subject to refund without interest if the Offer Price as finally determined is less than HK\$0.35 per Offer Share.

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 Share Offer” in the Prospectus. If such conditions are not fulfilled (or, where applicable, waived by the Joint Lead Managers (for themselves and on behalf of the Underwriters) 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 thereafter, all money received will be refunded to applicants for the Share Offer without interest 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.alpha-era.co on the next business day immediately following the date of such lapse.

The Public Offer Shares are fully underwritten by the Public Offer Underwriters under the terms of the Public Offer Underwriting Agreement. A Placing Underwriting Agreement relating to the Placing is expected to be entered into on or around Wednesday, 29 November 2017, subject to the Offer Price being agreed. Prospective investors should note that the Joint Lead Managers (for themselves and on behalf of the Underwriters) are entitled to terminate their obligations under the Underwriting Agreements by giving 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 prior to 8:00 a.m. (Hong Kong time) on the Listing Date, i.e. Thursday, 7 December 2017.

Applications 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.

Applicants who wish to have the Public Offer Shares allotted and issued 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 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 either (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 Thursday, 23 November 2017 until 12:00 noon on Tuesday, 28 November 2017 from:

(i) The following offices of the Joint Lead Managers:

Frontpage Capital Limited	26/F, Siu On Centre 188 Lockhart Road Wan Chai Hong Kong
Pacific Foundation Securities Limited	11th Floor New World Tower II 16-18 Queen’s Road Central Hong Kong
Sino Wealth Securities Limited	Unit 2401, 24th Floor Bank of East Asia Harbour View Centre 56 Gloucester Road Wan Chai Hong Kong

(ii) Any of the following branches of Bank of China (Hong Kong) Limited, the receiving bank for the Public Offer:

	Branch	Address
Hong Kong	North Point (King's Centre) Branch	193-209 King's Road, North Point
Kowloon	Tsim Sha Tsui East Branch	Shop 3, LG/F, Hilton Towers, 96 Granville Road, Tsim Sha Tsui East
	Chuk Yuen Estate Branch	Shop S1, Chuk Yuen Shopping Centre, Chuk Yuen South Estate
New Territories	Tai Po Branch	68-70 Po Heung Street, Tai Po Market

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Thursday, 23 November 2017, until 12:00 noon on Tuesday, 28 November 2017, from: (i) the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong; or (ii) your stockbroker, 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 attached and marked payable to "**BANK OF CHINA (HONG KONG) NOMINEES LIMITED – ALPHA ERA INTERNATIONAL HOLDINGS 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, 23 November 2017	–	9:00 a.m. to 5:00 p.m.
Friday, 24 November 2017	–	9:00 a.m. to 5:00 p.m.
Saturday, 25 November 2017	–	9:00 a.m. to 1:00 p.m.
Monday, 27 November 2017	–	9:00 a.m. to 5:00 p.m.
Tuesday, 28 November 2017	–	9:00 a.m. to 12:00 noon

The latest time for lodging the application is 12:00 noon on Tuesday, 28 November 2017. The application lists will be open from 11:45 a.m. to 12:00 noon on the same date, the last application day or such later time as described in the paragraph headed "How to apply for Public Offer Shares – 9. Effect of bad weather on the opening of the application lists" of the Prospectus.

CCASS Participants can input **electronic application instructions** from 9:00 a.m. on Thursday, 23 November 2017 until 12:00 noon on Tuesday, 28 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.

If you are not a **CCASS Investor Participant**, you may instruct your broker or custodian who is a CCASS Clearing Participant or a **CCASS Custodian Participant** to give electronic application instructions via CCASS terminals to apply for the Public Offer Shares on your behalf.

You will be deemed to have authorised HKSCC and/or HKSCC Nominees to transfer the details of your application to our Company, the Joint Bookrunners, the Joint Lead Managers and the Hong Kong Branch Share Registrar.

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 Share Offer.

The final Offer Price is expected to be fixed by the Price Determination Agreement between the Company (for itself and on behalf of the Vendor) and the Joint Lead Managers (for themselves and on behalf of the Underwriters) on the Price Determination Date, which is currently expected to be on Wednesday, 29 November 2017 or such later date as the parties may agree. If, for whatever reason, the Company (for itself and on behalf of the Vendor) and the Joint Lead Managers (for themselves and on behalf of the Underwriters) are unable to reach any agreement on the Offer Price on the Price Determination Date or such later date as may be agreed between the Company (for itself and on behalf of the Vendor) and the Joint Lead Managers (for themselves and on behalf of the Underwriters), the Share Offer will not become unconditional 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.alpha-era.co*. The Company expects to announce the final Offer Price, the level of indication of interest in the Placing, the level of applications under the Public Offer and the basis of allotment of the Public Offer Shares on Wednesday, 6 December 2017 on the Stock Exchange’s website at *www.hkexnews.hk* and the Company’s website at *www.alpha-era.co*.

The results of allocations and the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants (where applicable) under the Public Offer will be made available in the manner specified in the section headed “How to apply for the Public Offer Shares – 10. Publication of results” in the Prospectus on Wednesday, 6 December 2017.

No temporary document of title will be issued in respect of the Shares. No receipt will be issued for sums paid on application. Assuming that the Share Offer becomes unconditional in all respects and the Underwriting Agreements are not terminated in accordance with their respective terms at or before 8:00 a.m. on Thursday, 7 December 2017, it is expected that dealings in the Shares on the Stock Exchange will commence at 9:00 a.m. on Thursday, 7 December 2017. The Shares will be traded in board lots of 10,000 Shares each and the stock code of the Shares is 8406.

By order of the Board
Alpha Era International Holdings Limited
Huang Xiaodong
Executive Director

Hong Kong, 23 November 2017

As at the date of this announcement, the executive Directors are Mr. Huang Xiaodong and Mr. Xiao Jiansheng, the non-executive Director is Mr. Lee Kin Kee, and the independent non-executive Directors are Mr. Mao Guohua, Mr. Gan Mingqing and Mr. Chu Wai Wa Fangus.

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 GEM's website at www.hkgem.com and 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.alpha-era.co.