

*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.*

*Unless defined herein, terms used in this announcement shall have the same meanings as those defined in the prospectus dated 31 January 2018 (the “**Prospectus**”) of Sheung Moon Holdings Limited (the “**Company**”).*

This announcement is for information purposes only and does not constitute an offer or an invitation to induce an offer by any person to acquire, purchase or subscribe for securities of the Company. This announcement is not a prospectus. Potential investors should read the Prospectus for detailed information about the Hong Kong Public Offering described below before deciding whether or not to invest in the Offer Shares thereby being offered.



Sheung Moon Holdings Limited
常滿控股有限公司

(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 HONG KONG PUBLIC OFFERING**

Number of Offer Shares : 100,000,000 Shares
Offer Price : Not more than HK\$0.50 per Offer Share
and expected to be not less than HK\$0.40
per Offer Share (payable in full on
application in Hong Kong dollars plus
brokerage of 1.00%, SFC transaction levy of
0.0027%, and Stock Exchange trading fee of
0.005% and subject to refund)
Nominal value : HK\$0.01 per Share
Stock code : 8523

Sole Sponsor



LY Capital Limited

Sole Lead Manager



KGI Capital Asia Limited

Application has been made by the Company to the Stock Exchange for the listing of, and permission to deal in, the Shares in issue and to be issued pursuant to the Capitalisation Issue and the Hong Kong Public Offering and upon the exercise of any options which may be granted under the Share Option Scheme as described in the Prospectus. The Hong Kong Public Offering comprises 100,000,000 Shares representing 100% of the total Offer Shares.

The Hong Kong Public Offering is conditional upon the fulfillment of the conditions as set out in the paragraph headed “Conditions of the Hong Kong Public Offering” in the section headed “Structure and Conditions of the Hong Kong Public Offering” in the Prospectus. If such conditions are not fulfilled or (where applicable) waived prior to the dates and times as specified, the Hong Kong Public Offering shall lapse and the Stock Exchange will be notified immediately. Notice of the lapse of the Hong Kong Public Offering will be published on the Stock Exchange’s website at www.hkexnews.hk and the Company’s website at www.smcl.com.hk on the next business day after such lapse. Prospective investors of the Hong Kong Public Offering should note that the Sole Lead Manager (for itself and on behalf of the Underwriters) are entitled to terminate the Underwriting Agreement by giving notice in writing to the Company upon the occurrence of certain events set out under 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. Monday, 12 February 2018.

Subject to the approval of the listing of, and permission to deal in, the Shares on GEM as mentioned in the Prospectus 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 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. All necessary arrangements have been made for the Shares to be admitted into CCASS.

The Offer Price will be not more than HK\$0.50 per Offer Share and is expected to be not less than HK\$0.40 per Offer Share. Applicants under the Hong Kong Public Offering must pay, on application, the maximum indicative Offer Price of HK\$0.50 per Offer Share plus a 1% brokerage fee, a 0.0027% SFC transaction levy and a 0.005% Stock Exchange trading fee, subject to refund if the final Offer Price should be lower than HK\$0.50 per Offer Share.

If the Offer Price as finally determined is less than HK\$0.50 per Offer Share, appropriate refund payments (including the brokerage fee, the SFC transaction levy and the Stock Exchange trading fee attributable to the surplus application monies) will be made to successful applicants without interest. Further details are set out in the section headed “How to Apply for Hong Kong Offer Shares — 13. Refund of application monies” in the Prospectus.

Applications for the Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus and the Application Forms.

Applicants who would like to have the allotted Offer Shares issued in their own names should either (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** services. Applicants who would like to have the allotted Offer Shares 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 Wednesday, 31 January 2018 to 12:00 noon on Monday, 5 February 2018 from the following locations:

1. The following offices of the Underwriter:

KGI Capital Asia Limited 41/F Central Plaza, 18 Harbour Road, Wanchai,
Hong Kong

2. Any of the following branches of the receiving bank:

DBS Bank (Hong Kong) Limited

Branch name	Address
Hong Kong Island 香港	
1 Head Office 總行	G/F, The Center, 99 Queen's Road Central, Central 中環皇后大道中99號中環中心地下
Kowloon 九龍	
2 Mei Foo Branch 美孚新邨分行	Shops N26A & N26B, Stage V, Mei Foo Sun Chuen, 10 & 12 Nassau Street 美孚新邨第五期蘭秀道 10-12 號N26A-N26B 舖
3 Nathan Road — SME Banking Centre 彌敦道— 中小企業銀行	2/F, Wofoo Commercial Building, 574-576 Nathan Road, Mongkok 旺角彌敦道 574-576 號 和富商業大廈 2 樓
New Territories 新界	
4 Yuen Long Branch 元朗分行	G/F, 1-5 Tai Tong Road, Yuen Long 元朗大棠道1-5號地下

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Wednesday, 31 January 2018 until 12:00 noon on Monday, 5 February 2018 at the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong or from your stockbrokers.

Both **WHITE** and **YELLOW** Application Forms completed in all respects in accordance with the instructions printed thereon, together with cheques or banker's cashier orders attached and marked payable to "Ting Hong Nominees Limited —

Sheung Moon 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:

Wednesday, 31 January 2018 — 9:00 a.m. to 5:00 p.m.
Thursday, 1 February 2018 — 9:00 a.m. to 5:00 p.m.
Friday, 2 February 2018 — 9:00 a.m. to 5:00 p.m.
Saturday, 3 February 2018 — 9:00 a.m. to 1:00 p.m.
Monday, 5 February 2018 — 9:00 a.m. to 12:00 noon

The application lists will be open from 11:45 a.m. to 12:00 noon on Monday, 5 February 2018, the last application day or such later time as described in the paragraph headed “How to Apply for Hong Kong Offer Shares — 10. Effect of Bad Weather on the Opening of the Application Lists” in the Prospectus.

Applicants applying by **HK eIPO White Form** service may submit applications through the **HK eIPO White Form** service at **www.hkeipo.hk** (24 hours daily, except on the last day for applications) from 9:00 a.m. on Wednesday, 31 January 2018 until 11:30 a.m. on Monday, 5 February 2018 and the latest time for completing full payment of application monies in respect of such applications will be 12:00 noon on Monday, 5 February 2018 or such later time as described in the paragraph headed “How to Apply for Hong Kong Offer Shares — 10. Effect of Bad Weather on the Opening of the Application Lists” in the Prospectus.

CCASS Participants can input **electronic application instructions** at the following times:

Wednesday, 31 January 2018 — 9:00 a.m. to 8:30 p.m.⁽¹⁾
Thursday, 1 February 2018 — 8:00 a.m. to 8:30 p.m.⁽¹⁾
Friday, 2 February 2018 — 8:00 a.m. to 8:30 p.m.⁽¹⁾
Saturday, 3 February 2018 — 8:00 a.m. to 1:00 p.m.⁽¹⁾
Monday, 5 February 2018 — 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 am on Wednesday, 31 January 2018 until 12:00 noon on Monday, 5 February 2018 (24 hours daily, except on the last application day).

The latest time for inputting your **electronic application instructions** will be 12:00 noon on Monday, 5 February 2018, the last application day or such later time as described in the section headed “How to Apply for Hong Kong 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 Hong Kong Public Offering” and “How to Apply for Hong Kong Offer Shares” in the Prospectus for details of the conditions and procedures of the Hong Kong Public Offering.

The Company expects to announce (i) the final Offer Price; (ii) the level of applications in the Hong Kong Public Offering; and (iii) the basis of allotment of the Offer Shares under the Hong Kong Public Offering on Friday, 9 February 2018 on the Company’s website at www.smcl.com.hk and the website of the Stock Exchange at www.hkexnews.hk.

The results of allocations and the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants under the Hong Kong Public Offering will be available in the manner specified in the section headed “How to Apply for Hong Kong Offer Shares — 11. Publication of Results” of the Prospectus on Friday, 9 February 2018.

Assuming the Hong Kong Public Offering becomes unconditional in all respects and the Underwriting Agreement is not terminated in accordance with its terms prior to 8:00 a.m. on Monday, 12 February 2018, dealings in the Shares on GEM are expected to commence at 9:00 a.m. on Monday, 12 February 2018 and Share certificates will only be valid at 8:00 a.m. on Monday, 12 February 2018. Shares will be traded in board lots of 5,000 Shares each under the Company’s stock code 8523.

By Order of the Board
Sheung Moon Holdings Limited
Tang Sze Wo
Executive Director

Hong Kong, 31 January 2018

As of the date of this announcement, the executive Directors are Mr. Tang Sze Wo and Mr. Lai Yung Sang, and the independent non-executive Directors are Dr. Wong Kwok Yiu Chris, Mr. Wong Choi Chak, and Mr. Leung Kim Hong.

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 website at <http://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.smcl.com.hk.