

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

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This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any Shares or other securities of the Company. Potential investors should read the Prospectus 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.

*This announcement is not for release, publication, distribution, directly or indirectly, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia). This announcement does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities of the Company in the United States or in any other jurisdictions. The Shares have not been, and will not be, registered under the United States Securities Act of 1933, as amended from time to time (the “**U.S. Securities Act**”). The securities may not be offered or sold in the United States except pursuant to registration or an exemption from the registration requirements of the U.S. Securities Act. There will be no public offer and is not currently intended to be any public offer of securities in the United States.*

DCB Holdings Limited DCB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 : 80,000,000 Shares**
Number of Public Offer Shares : 8,000,000 Shares
(subject to reallocation)
Number of Placing Shares : 72,000,000 Shares
(subject to reallocation)
Offer Price : Not more than HK\$0.875 per Offer Share
and expected to be not less than
HK\$0.625 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 : 8040

Sole Sponsor



Joint Bookrunners and Joint Lead Managers



Halcyon Securities Limited



Head & Shoulders Securities Limited

Application has been made by the Company to the Stock Exchange for the granting of the listing of, and permission to deal in, the Shares in issue and to be issued on the GEM of the Stock Exchange pursuant to the Share Offer, the Capitalisation Issue and any new Shares which may be allotted and issued pursuant to the exercise of the share options that may be granted under the Share Option Scheme as described in the Prospectus.

Subject to the granting by the Stock Exchange of the listing of, and permission to deal in, the Shares on GEM 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 date of commencement of dealings in the Shares on GEM 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 Share Offer comprises the Public Offer of initially 8,000,000 Public Offer Shares, representing 10.0% of the total number of Offer Shares made available under the Share Offer (subject to reallocation), and the Placing of initially 72,000,000 Placing Shares, representing 90.0% of the total number of Offer Shares under the Share Offer (subject to reallocation). The allocation of the Shares between the Public Offer and the Placing is subject to adjustment as stated in the section headed "Structure and Conditions of the Share Offer — The Public Offer — Reallocation" in the Prospectus.

The Offer Price will not be more than HK\$0.875 per Offer Share and is expected to be not less than HK\$0.625 per Offer Share. Applicants for Public Offer Shares under the Public Offer are required to pay, on application, the maximum Offer Price of HK\$0.875 per Offer Share (plus brokerage fee of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%). If an application is rejected, not accepted or accepted in part only, or if the Offer Price as finally determined is lower than the maximum Offer Price of HK\$0.875 per Offer Share, appropriate refund payments (including the brokerage fee, SFC transaction levy and Stock Exchange trading fee attributable to the excess application monies) will be made to applicants, without interest. Please refer to the section headed "How to Apply for the Public Offer Shares — 13. Refund of Application Monies" in the Prospectus.

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 Application Forms and the designated website of the HK eIPO White Form Service Provider (www.hkeipo.hk) under the HK eIPO White Form service. Applicants who would like the allotted Public Offer Shares to be 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 (www.hkeipo.hk) under the **HK eIPO White Form** service. Applicants who would like the allotted Public Offer Shares to be registered in the name of HKSCC Nominees Limited and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or their designated CCASS Participant's stock accounts maintained with CCASS should either (i) complete and sign the **YELLOW** Application Forms; or (ii) given **electronic application instructions** to HKSCC via CCASS.

Printed 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 until 12:00 noon on Monday, 5 February 2018, from the following locations:

(a) the office of the **Public Offer Underwriters:**

Halcyon Securities Limited

11th Floor, 8 Wyndham Street, Central, Hong Kong

Head & Shoulders Securities Limited

Room 2511, 25/F, Cosco Tower, 183 Queen's Road Central, Hong Kong

ChaoShang Securities Limited

Room 4001-2, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong

Sun International Securities Limited

Unit 2412-13, 24/F, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong

Easy One Securities Limited

Room 2106B & 2108-9, Wing On Center, 111 Connaught Road Central, Hong Kong

Aurora Borealis Investment Services Limited

Room 302, Haiphong Mansion, 101 Nathan Road, Tsim Sha Tsui, Kowloon, Hong Kong

Ruibang Securities Limited

9/F, Sang Woo Building, 227-228 Gloucester Road, Wanchai, Hong Kong

Grand Moore Capital Limited

Unit 1607, 16/F, Silvercord Tower 1, 30 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong

- (b) Any of the following branches of **Standard Chartered Bank (Hong Kong) Limited**, the receiving bank for the Public Offer:

| District | Branch Name | Address |
|-------------------------|---------------------------|---|
| Hong Kong Island | Des Voeux Road Branch | Standard Chartered Bank Building 4-4A Des Voeux Road Central Central |
| | Hennessy Road Branch | 399 Hennessy Road, Wanchai |
| | North Point Centre Branch | Shop G, G/F, North Point Centre 284 King's Road, North Point |
| Kowloon | Mongkok Branch | Shop B, G/F, 1/F & 2/F 617-623 Nathan Road Mongkok |
| New Territories | Fotan Branch | Bank No. 3, 1/F, Shatin Galleria 18-24 Shan Mei Street Fo Tan, Shatin |

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 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.

Your completed **WHITE** or **YELLOW** Application Form, together with a cheque or a banker's cashier order attached and marked payable to "**Horsford Nominees Limited — DCB 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 dates and 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 section headed "How to Apply for the Public Offer Shares — 10. Effect of Bad Weather on the Opening of the Application Lists" in the Prospectus.

Applicants applying by **HK eIPO White Form** may submit applications through the **HK eIPO White Form** Service Provider at www.hkeipo.hk (24 hours daily, except on the last application day) 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 section headed "How to Apply for the Public Offer Shares — 10. 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:

Wednesday, 31 January 2018 – 9:00 a.m. to 8:30 p.m.^(Note 1)
Thursday, 1 February 2018 – 8:00 a.m. to 8:30 p.m.^(Note 1)
Friday, 2 February 2018 – 8:00 a.m. to 8:30 p.m.^(Note 1)
Saturday, 3 February 2018 – 8:00 a.m. to 1:00 p.m.^(Note 1)
Monday, 5 February 2018 – 8:00 a.m.^(Note 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 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 the Public Offer Shares — 10. 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 the Company, 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 Public Offer.

Share certificates for the Offer Shares and Shares distributed pursuant to the Share Offer become valid documents of title when the Share Offer has become unconditional in all respects and the Underwriting Agreements have not been terminated in accordance with their terms prior to 8:00 a.m. (Hong Kong time) on the Listing Date, which is expected to be Wednesday, 14 February 2018. The Company will not issue any temporary document of title. No receipt will be issued for the subscription monies received in respect of the Offer Shares.

Application for the Offer Shares will only be considered on the basis of the terms and conditions as stated in the Prospectus and the Application Forms. The Share Offer is conditional upon the fulfillment of the conditions set forth under the section headed “Structure and Conditions of the Share Offer — Conditions of the Public Offer” in the Prospectus.

The Offer Shares are fully underwritten by the Underwriters pursuant to the Underwriting Agreements. Prospective investors of the Offer Shares should note that the Joint Lead Managers (for themselves and on behalf of the other Underwriters) are entitled, in their sole and absolute discretion, to terminate the Underwriters’ obligations under the Underwriting Agreements by notice in writing to the Company, upon the occurrence of any of the events set forth under section headed “Underwriting — Underwriting Arrangements and Expenses — Public Offer — Grounds for termination” in the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date. If, for any reason, the Offer Price is not agreed between the Company and the Joint Lead Managers (for themselves and on behalf of the other Underwriters) by Monday,

12 February 2018, the Share Offer will not become unconditional and will lapse. In the event that the conditions of the Share Offer as mentioned therein are not fulfilled or waived (as the case may be) on or before such dates and times, the Share Offer will lapse and all monies received will be refunded to the applicants of the Share Offer without interest and the Stock Exchange will be notified immediately. If the Share Offer does not become unconditional or the Underwriting Agreements are terminated in accordance with their terms, the Company will make an announcement as soon as possible on the website of the Stock Exchange at www.hkexnews.hk and the Company's website at www.dcb.com.hk on the next business day following the date of such lapse.

The announcement of the final Offer Price, the level of indications of interest in the Placing, the level of applications, the basis of allotment and the results of applications in the Public Offer will be published on the website of the Stock Exchange at www.hkexnews.hk and the Company's website at www.dcb.com.hk on Tuesday, 13 February 2018.

The results of allocations and the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants under the Public Offer will be made available on Tuesday, 13 February 2018 in the manner described in the section headed "How to Apply for the Public Offer Shares — 11. Publication of Results" in the Prospectus.

Assuming the Share Offer becomes unconditional at or before 8:00 a.m. in Hong Kong on Wednesday, 14 February 2018, dealings in the Shares on GEM are expected to commence at 9:00 a.m. on Wednesday, 14 February 2018. The Shares will be traded in board lots of 5,000 Shares each. The stock code of the Shares is 8040.

By order of the Board
DCB Holdings Limited
Cheng Tsang Wai
Chairman and Executive Director

Hong Kong, 31 January 2018

As at the date of this announcement, the executive Directors are Mr. Cheng Tsang Wai, Mr. Cheng Tsang Fu Dennis and Ms. Liu Lee Lee Lily; and the independent non-executive Directors are Mr. Cheung Kwok Keung, Mr. Chak Chi Man 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 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 this announcement misleading.

This announcement and a copy of the Prospectus will remain on the website of the Stock Exchange 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.dcb.com.hk.