

Unless otherwise defined, capitalised terms and expressions used in this announcement shall have the same meanings as those defined in the prospectus (the “**Prospectus**”) of Ying Kee Tea House Group Limited (the “**Company**”) dated 23 March 2018.

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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 securities. Potential investors should read the Prospectus for detailed information about the Share Offer described below before deciding whether or not to invest in the Shares thereby being offered. Any investment decision in relation to the Offer Shares should be taken solely in reliance on the information provided in the Prospectus.

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 Offer 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 and any applicable state or local securities law. There will be no public offer and is not currently intended to be any public offer of securities in the United States.



## **YING KEE TEA HOUSE GROUP LIMITED**

**英記茶莊集團有限公司**

*(incorporated in Hong Kong with limited liability)*

### **LISTING ON GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED BY WAY OF SHARE OFFER**

<b>Number of Offer Shares</b>	<b>: 90,000,000 Shares</b>
<b>Number of Placing Shares</b>	<b>: 81,000,000 Shares (subject to re-allocation)</b>
<b>Number of Public Offer Shares</b>	<b>: 9,000,000 Shares (subject to re-allocation)</b>
<b>Offer Price</b>	<b>: Not more than HK\$0.54 per Offer Share and expected to be not less than HK\$0.48 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)</b>
<b>Stock Code</b>	<b>: 8241</b>

**Sole Sponsor, Sole Global Coordinator, Sole Bookrunner and Sole Lead Manager**



Application has been made by the Company to the Stock Exchange for the listing of, and permission to deal in, the Shares issued and to be issued on GEM pursuant to (i) the Share Offer, (ii) the Bonus Issue and (iii) upon the exercise of any option that may be granted under the Share Option Scheme as described in the Prospectus.

The Share Offer comprises (a) the Public Offer of initially 9,000,000 Shares, representing approximately 10% of the total number of the Offer Shares (subject to re-allocation), in Hong Kong, and (b) the Placing of initially 81,000,000 Shares representing approximately 90% of the total number of the Offer Shares (subject to the re-allocation). The allocation of the Offer Shares between the Public Offer and the Placing will be subject to adjustment as described in the section headed “Structure and Conditions of the Shares Offer – The Public Offer – Reallocation” in the Prospectus.

Where (i) the Placing Shares are fully subscribed or oversubscribed and the Public Offer Shares are fully subscribed or oversubscribed by less than 15 times or (ii) the Placing Shares are undersubscribed and the Public Offer Shares are oversubscribed irrespective of the number of times, up to 9,000,000 Offer Shares may be reallocated to the Public Offer from the Placing, so that the total number of the Offer Shares available under the Public Offer will be increased to 18,000,000 Offer Shares, representing approximately 20% of the number of the Offer Shares initially available under the Share Offer. For further details of the reallocation of the Offer Shares between the Public Offer and the Placing, please refer to the section headed “Structure and Conditions of the Share Offer” in the Prospectus. The allocation of the Offer Shares between the Public Offer and the Placing will be subject to adjustment as described in the section headed “Structure and Conditions of the Share Offer” in the Prospectus.

Subject to the granting of the 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 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, i.e. Monday, 16 April 2018 or on 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 not be more than HK\$0.54 per Offer Share and is expected to be not less than HK\$0.48 per Offer Share. Applicants for the Public Offer Shares are required to pay, on application, the maximum Offer Price of HK\$0.54 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\$0.54 per Offer Share. If the Offer Price as finally determined is lower than the maximum Offer Price of HK\$0.54 per Offer Share, appropriate refund payments (including the related brokerage fee, SFC transaction levy and Stock Exchange trading fee attributable to the excess application monies) will be made to applicants, without interest.

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 Form; 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, 23 March 2018 until 12:00 noon on Wednesday, 28 March 2018 from any of the following address:

KGI Capital Asia Limited	41/F, Central Place 18 Harbour Road Wan Chai Hong Kong
Ever-Long Securities Company Limited	18/F, Dah Sing Life Building 99-105 Des Voeux Road Central Hong Kong
Global Mastermind Securities Limited	25/F, Nam Wo Hong Building 148 Wing Lok Street Sheung Wan Hong Kong

or any of the following branches of Standard Chartered Bank (Hong Kong) Limited:

<b>District</b>	<b>Branch Name</b>	<b>Address</b>
Hong Kong Island	88 Des Voeux Road Branch	88 Des Voeux Road Central, Central
	Wanchai Southorn Branch	Shop C2 on G/F and 1/F to 2/F, Lee Wing Building, No. 156-162 Hennessy Road, Wanchai
	North Point Centre Branch	Shop G, G/F, North Point Centre, 284 King's Road, North Point
Kowloon	Telford Gardens Branch	Shop P9-12, Telford Centre, Telford Gardens, Tai Yip Street, Kwun Tong
	Mei Foo Manhattan Branch	Shop Nos. 07 & 09, Ground Floor, Mei Foo Plaza, Mei Foo Sun Chuen
New Territories	Metroplaza Branch	Shop 473B, Level 4, Metroplaza, 223 Hing Fong Road, Kwai Chung

Copies of the Prospectus, together with the **YELLOW** Application Form, may be obtained during normal business hours from 9:00 a.m. on Friday, 23 March 2018 until 12:00 noon on Wednesday, 28 March 2018 from:

- (i) the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong; or
- (ii) the applicants' 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 "HORSFORD NOMINEES LIMITED – YING KEE TEA HOUSE GROUP PUBLIC OFFER" attached and securely stapled, 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:

Friday, 23 March 2018 – 9:00 a.m. to 5:00 p.m.  
Saturday, 24 March 2018 – 9:00 a.m. to 1:00 p.m.  
Monday, 26 March 2018 – 9:00 a.m. to 5:00 p.m.  
Tuesday, 27 March 2018 – 9:00 a.m. to 5:00 p.m.  
Wednesday, 28 March 2018 – 9:00 a.m. to 12:00 noon

The latest time for lodging the application is 12:00 noon on Wednesday, 28 March 2018. 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" in the Prospectus.

CCASS Investor Participants can input **electronic application instructions** from 9:00 a.m. on Friday, 23 March 2018 until 12:00 noon on Wednesday, 28 March 2018 (24 hours daily, except on 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" 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 Sole Global Coordinator, the Sole Bookrunner, the Sole Lead Manager and our Hong Kong Share Registrar.

Please refer to the sections headed "Structure and Conditions of the Share Offer" and "How to apply for Public Offer Shares" in the Prospectus for details of the conditions and procedures of the Public Offer.

**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.**

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 Sole Global Coordinator (for itself 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 subscribers of 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 website at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company's website at [www.yingkeetea.com](http://www.yingkeetea.com) 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 Thursday, 29 March 2018, subject to the Offer Price being agreed. Prospective investors should note that the Sole Global Coordinator (for itself and on behalf of the Underwriters) is entitled to terminate its 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 – Grounds for termination” in the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date, i.e. Monday, 16 April 2018.

The final Offer Price is expected to be determined by agreement between the Company and the Sole Global Coordinator (for itself and on behalf of the Underwriters) on the Price Determination Date, which is currently expected to be on or around Thursday, 29 March 2018 (Hong Kong time). If, for any reason, the Company and the Sole Global Coordinator (for itself and on behalf of the Underwriters) are unable to agree on the Offer Price on or before Thursday, 29 March 2018 (Hong Kong time), the Share Offer will not become unconditional and will lapse. In such event, the Company will issue an announcement on the Stock Exchange website at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company’s website at [www.yingkeetea.com](http://www.yingkeetea.com)

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 on Friday, 13 April 2018 on our Company’s website at [www.yingkeetea.com](http://www.yingkeetea.com) and the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk).

The results of allocations and the Hong Kong identity card/passport/Hong Kong business registration numbers (where appropriate) of successful applicants under the Public Offer will be available at the times and date and in the manner specified below:

- in the announcement to be posted on our Company’s website at [www.yingkeetea.com](http://www.yingkeetea.com) and the Stock Exchange’s website at [www.hkexnews.hk](http://www.hkexnews.hk) by no later than 9:00 a.m. on Friday, 13 April 2018;
- from the designated results of allocations website at [www.tricor.com.hk/ipo/result](http://www.tricor.com.hk/ipo/result) with a “search by ID” function on a 24-hour basis from 8:00 a.m. on Friday, 13 April 2018 to 12:00 midnight on Thursday, 19 April 2018;
- by telephone enquiry line by calling + 852 36918488 between 9:00 a.m. and 6:00 p.m. from Friday, 13 April 2018 to Wednesday, 18 April 2018 on a business day; and
- in the special allocation results booklets which will be available for inspection during opening hours from Friday, 13 April 2018 to Tuesday, 17 April 2018 at all the receiving bank branches and sub-branches.

**No receipt will be issued for subscription monies received. No temporary documents of title will be issued by the Company.**

Share certificates for the Offer Shares will only 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 its term prior to 8:00 a.m. (Hong Kong time) on the Listing Date, i.e. Monday, 16 April 2018.

Assuming that the Share Offer becomes unconditional at or before 8:00 a.m. on Monday, 16 April 2018, it is expected that dealings in the Shares on GEM will commence at 9:00 a.m. on Monday, 16 April 2018. Shares will be traded in board lots of 5,000 Shares each. The GEM stock code for the Shares is 8241.

By order of the Board  
**YING KEE TEA HOUSE GROUP LIMITED**  
**Chan Kwong Yuen**  
*Chairman*

Hong Kong, 23 March 2018

*As at the date of this announcement, the executive Directors are Chan Kwong Yuen, Chan Kun Yuen and Chan Shu Yuen, and the independent non-executive Directors are Siu Chi Ming, Lee Wai Ho and Wong Chee Chung.*

*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 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 website of Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and, in the case of this announcement, on the “Latest Company Announcements” page for at least 7 days from the day of its posting. This announcement and a copy of the Prospectus will also be published on the Company’s website at [www.yingkeetea.com](http://www.yingkeetea.com).*