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Unless otherwise defined, capitalised terms in this announcement shall have the same meanings as those defined in the prospectus dated 29 March 2018 (the “**Prospectus**”) of i.century Holding Limited (the “**Company**”).

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 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 in the United States. 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 of securities in the United States.

i.century Holding Limited **愛世紀集團控股有限公司**

(incorporated in the Cayman Islands with limited liability)

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

Number of Offer Shares	: 120,000,000 Shares (comprising 100,000,000 New Shares and 20,000,000 Sale Shares)
Number of Placing Shares	: 108,000,000 Shares (comprising 88,000,000 New Shares and 20,000,000 Sale Shares, subject to reallocation)
Number of Public Offer Shares	: 12,000,000 Shares (subject to reallocation)
Offer Price	: Not more than HK\$0.60 per Offer Share and not less than HK\$0.50 per Offer Share (payable in full on application in Hong Kong dollars plus brokerage of 1.0%, 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	: 8507

Sole Sponsor

MESSIS  **大有融資**

Joint Bookrunners and Joint Lead Managers



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 Share Offer and the Capitalisation Issue.

Subject to the approval of the listing of, and permission to deal in, the Shares on GEM as well as 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, under contingent situation, 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 (i) the Public Offer of initially 12,000,000 Public Offer Shares (subject to reallocation), representing 10% of the total number of the Offer Shares made available under the Share Offer (subject to reallocation); and (ii) the Placing of initially 108,000,000 Placing Shares (subject to reallocation), representing 90% of the total number of the Offer Shares.

The allocation of Offer Shares between the Public Offer and the Placing is subject to adjustment as detailed in the section headed “Structure and conditions of the Share Offer – The Public Offer – Reallocation” in the Prospectus. In particular, the Joint Bookrunners (for themselves and on behalf of the Underwriters) may reallocate Offer Shares from the Placing to the Public Offer to satisfy valid applications under the Public Offer. In accordance with Guidance Letter HKEX-GL91-18 issued by the Stock Exchange, if such reallocation is done other than pursuant to Practice Note 6 of the GEM Listing Rules, the final Offer Price shall be fixed at the low-end of the indicative Offer Price range (i.e. HK\$0.50 per Offer Share) stated in the Prospectus and the maximum total number of Offer Shares that may be reallocated to the Public Offer following such reallocation shall be not more than double the initial allocation to the Public Offer (i.e. 24,000,000 Offer Shares).

The Offer Price will be not more than HK\$0.60 per Offer Share and not less than HK\$0.50 per Offer Share. Applicants for Public Offer Shares under the Public Offer shall pay in full in Hong Kong dollars, on application, the maximum Offer Price of HK\$0.60 per Offer Share plus brokerage of 1.0%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005% and subject to refund. If the Offer Price as finally determined is less than the maximum Offer Price of HK\$0.6 per Offer Share, appropriate refund payments (including the brokerage, SFC transaction levy and the Stock Exchange trading fee attributable to the excess application monies) will be made to applicants without interest. Further details are set out in the section headed “How to apply for Public Offer Shares — 12. 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 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” in the Prospectus. If such conditions have not been fulfilled (or, where applicable, waived by the Joint Bookrunners (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 not proceed and all monies 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.icenturyholding.com* on the next Business Day immediately following the date of such lapse.

Prospective investors should note that the Sole Sponsor and the Joint Bookrunners (for themselves and on behalf of the underwriters) are entitled to terminate the Underwriting Agreements by 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 – 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. Monday, 16 April 2018.

Applicants who would like to have the allotted Public Offer Shares issued in their own names should complete and sign the **WHITE** Application Forms. Applicants who would like to have the allotted Public 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 Thursday, 29 March 2018 until 12:00 noon on Friday, 6 April 2018 from the following locations:

1. any of the following offices of the Public Offer Underwriters:

Astrum Capital Management Limited	Room 2704, Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong
Quasar Securities Co., Limited	Unit A, 12/F, Harbour Commercial Building, 122-124 Connaught Road Central, Hong Kong
Pacific Foundation Securities Limited	11th Floor, New World Tower II, 16-18 Queen's Road Central, Hong Kong
CNI Securities Group Limited	10th Floor, Sun's Group Centre, 200 Gloucester Road, Wan Chai, Hong Kong

2. any of the following branches of Bank of China (Hong Kong) Limited, the receiving bank for the Public Offer:

District	Branch Name	Address
Hong Kong Island	Taikoo Shing Branch	Shop G1006, Hoi Sing Mansion, Taikoo Shing
Kowloon	194 Cheung Sha Wan Road Branch Tsim Sha Tsui Branch	194-196 Cheung Sha Wan Road, Sham Shui Po, Kowloon 24-28 Carnarvon Road, Tsim Sha Tsui, Kowloon
New Territories	City One Sha Tin Branch	Shop Nos. 24-25, G/F, Fortune City One Plus, No. 2 Ngan Shing Street, ShaTin

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Thursday, 29 March 2018 until 12:00 noon on Friday, 6 April 2018 (both days inclusive) at the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong; or your stockbrokers who may have the **YELLOW** Application Forms and copies of the Prospectus available.

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 "BANK OF CHINA (HONG KONG) NOMINEES LIMITED – ICENTURY HOLDING PUBLIC OFFER" for the payment, should be deposited in the special collection boxes provided at any of the designated branches of the receiving bank referred to above on such dates and during such time as specified in the Application Forms.

CCASS Participants can input **electronic application instruction** from 9:00 a.m. on Thursday, 29 March 2018 until 12:00 noon on Friday, 6 April 2018 or such later time as described in the section headed "How to apply for 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 Public Offer Shares" in the Prospectus for details of the conditions and procedures of the Public Offer.

The Offer Price is expected to be fixed by agreement among the Joint Bookrunners (for themselves and on behalf of the Underwriters) and the Company (for itself and on behalf of the Selling Shareholder) on the Price Determination Date. The Price Determination Date is expected to be on or about Monday, 9 April 2018 or such later date as the Company (for itself and on behalf of the Selling Shareholder) and the Joint Bookrunners (for themselves and on behalf of the Underwriters) may agree. If, for whatever reason, the Joint Bookrunners (for themselves and on behalf of the Underwriters) and the Company (for itself and on behalf of the Selling Shareholder) are unable to

reach any agreement or enter into the Price Determination Agreement on the Offer Price on the Price Determination Date or such later date as the Company (for itself and on behalf of the Selling Shareholder) and the Joint Bookrunners (for themselves and on behalf of the Underwriters) may agree, the Share Offer will not become unconditional and will lapse. In such event, the Company will issue an announcement to be published on the Stock Exchange's website at *www.hkexnews.hk* and the Company's website at *www.icenturyholding.com*.

The Company expects to announce the final Offer Price, the indication of the level of interest in the Placing, the level of applications of the Public Offer and the basis of allocation of the Public Offer Shares on Friday, 13 April 2018 on the Company's website at *www.icenturyholding.com* and the Stock Exchange's website at *www.hkexnews.hk*.

Results of allocations in the Public Offer with the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants (where applicable) for the Public Offer, will be made available in the manner specified in the section headed "How to apply for Public Offer Shares – 10. Publication of results" in the Prospectus from Friday, 13 April 2018.

Assuming the Share Offer becomes unconditional in all respects and the Underwriting Agreements are not terminated in accordance with their respective terms prior to 8:00 a.m. in Hong Kong on Monday, 16 April 2018, dealing in the Shares on GEM is expected to commence at 9:00 a.m. on Monday, 16 April 2018. The Shares will be traded in board lots of 4,000 Shares each under the stock code 8507. The Company will not issue any receipts for sum paid on application or temporary documents of title in respect of the Shares.

By order of the Board of
i.century Holding Limited
Leung Kwok Hung Wilson

Chairman, Chief Executive Officer and Executive Director

Hong Kong, 29 March 2018

As at the date of this announcement, the executive Directors are Mr. Leung Kwok Hung Wilson and Ms. Tam Shuk Fan; and the independent non-executive Directors are Ms. Cheung Wai Man, Ms. Lee Yin Mei and Mr. Lau Yau Chuen Louis.

This announcement, for which all 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; and (ii) 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 the GEM website at www.hkgem.com and, in the case of the announcement, on the “Latest Company Announcements” page for at least seven days from the day of its posting. This announcement and a copy of the Prospectus will also be published and remained on the Company’s website at www.icenturyholding.com.