

Unless otherwise defined, capitalised terms and expressions used in this announcement shall have the same meanings as those defined in the prospectus (“**Prospectus**”) of ST International Holdings Company Limited (“**Company**”) dated 30 April 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 of the Company. Potential investors should read the Prospectus carefully for detailed information about the Company and the Share Offer described in this announcement 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. 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. There will be no public offer and is not currently intended to be any public offer of securities in the United States.

## ST International Holdings Company Limited 智紡國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

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

Number of Offer Shares	:	120,000,000 Shares (subject to the Offer Size Adjustment Option)
Number of Public Offer Shares	:	12,000,000 Shares (subject to reallocation)
Number of Placing Shares	:	108,000,000 Shares (subject to reallocation and the Offer Size Adjustment Option)
Offer Price	:	Not more than HK\$0.60 per Offer Share and expected to be not less than HK\$0.50 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 each
Stock Code	:	8521

#### Sole Sponsor



#### Joint Bookrunners



#### Joint Lead Managers



Application has been made by the Company to the Stock Exchange for the granting of the approval for the listing of, and permission to deal in, the Shares in issue and to be issued as described in the Prospectus (including the Shares to be issued pursuant to (i) the Capitalisation Issue; (ii) the Share Offer; and (iii) the exercise of the Offer Size Adjustment Option). Assuming the Share Offer becomes unconditional at or before 8:00 a.m. in Hong Kong on Wednesday, 16 May 2018, it is expected that dealings in the Shares on the Stock Exchange will commence at 9:00 a.m. on Wednesday, 16 May 2018.

The Share Offer comprises the Public Offer of 12,000,000 Public Offer Shares (subject to reallocation), representing 10% of the total number of the Offer Shares initially available for subscription, and the Placing of 108,000,000 Placing Shares (subject to reallocation and the Offer Size Adjustment Option), representing 90% of the total number of the Offer Shares initially available for subscription. 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. 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 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).

In connection with the Share Offer, the Company intends to grant the Offer Size Adjustment Option to the Placing Underwriters, exercisable by the Joint Bookrunners (acting for themselves and on behalf of the Placing Underwriters), pursuant to which the Company may be required by the Joint Bookrunners to allot and issue, at the final Offer Price, up to an aggregate of 18,000,000 additional new Shares under the Placing Underwriting Agreement, representing 15% of the number of the Offer Shares initially available under the Share Offer.

The Offer Size Adjustment Option can only be exercised by the Joint Bookrunners at any time before 5:00 p.m. on the business day immediately preceding the date of the announcement of the results of allocations and the basis of allocation of the Public Offer Shares; otherwise it will lapse. The Shares to be issued pursuant to the exercise of the Offer Size Adjustment Option will not be used for price stabilisation purpose and are not subject to the Securities and Futures (Price Stabilizing) Rules of the SFO (Chapter 571W of the Laws of Hong Kong).

Subject to the granting of the approval for listing of, and permission to deal in, the Shares on GEM and 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 such other date as may be 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 to enable the Shares to be admitted into CCASS.

The Offer Price is expected to be determined by agreement between us and the Joint Bookrunners (acting for themselves and on behalf of the Underwriters) on or about Monday, 7 May 2018 and in any event, not later than Monday, 14 May 2018. The Offer Price will not be more than HK\$0.60 per Offer Share and is expected to be not less than HK\$0.50 per Offer Share, unless otherwise announced. Applicants for the Public Offer Shares are required to pay, on application, the maximum Offer Price of HK\$0.60 per Offer Share together with brokerage of 1%, the SFC transaction levy of 0.0027% and the Stock Exchange trading fee of 0.005%, in full upon application for the Shares under the terms set out in the Application Forms. If the Offer Price as finally determined is less than HK\$0.60 per Public Offer Share, appropriate refund payments (including the brokerage, SFC transaction levy and the Stock Exchange trading fee attributable to the surplus application monies) will be made to successful applicants without interest. If, for any reason, the Joint Bookrunners (acting for themselves and on behalf of the Underwriters) and the Company are unable to reach an agreement on the Offer Price on or before Monday, 14 May 2018, the Share Offer will not become unconditional and will lapse. Notice of the lapse of the Public Offer will cause to be published by us on the Stock Exchange's website and on the Company's website on the next day following such lapse.

The Share Offer is conditional upon the fulfilment of the conditions as set out in the paragraph headed "Structure and Conditions of the Share Offer – Conditions of the Public Offer" in the Prospectus. If such conditions have not been fulfilled or waived prior to the dates and times specified in the Underwriting Agreements, the Share Offer will lapse and the Stock Exchange will be notified immediately. Notice of lapse of the Share Offer will be published by our Company on the website of the Stock Exchange at **www.hkexnews.hk** and our Company's website at **www.smart-team.cn** on the next business day following such lapse. All money received will be refunded to applicants of the Public Offer without interests.

The Offer Shares will be fully underwritten by the Underwriters pursuant to the Underwriting Agreements. Prospective investors should note that the Joint Bookrunners (acting for themselves and on behalf of the Underwriters) is entitled to terminate the obligations of the Underwriters under the Underwriting Agreements by giving notice in writing to the Company upon the occurrence of any of the events set forth in the paragraph 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 (which is expected to be on Wednesday, 16 May 2018).

Applicants who wish to be allotted the Public Offer Shares to be issued in their own names should (i) complete and sign the **WHITE** Application Form; or (ii) apply online through **HK eIPO White Form** Service provider at **www.hkeipo.hk**. 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 Participants stock accounts or their designated CCASS Participant’s stock accounts should (i) complete and sign the **YELLOW** Application Form; or (ii) apply by giving electronic application instructions to HKSCC via CCASS.

#### **WHERE TO COLLECT THE PROSPECTUS AND APPLICATION FORMS**

Copies of the Prospectus, together with the **WHITE** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Monday, 30 April 2018 to 12:00 noon on Friday, 4 May 2018 from:

(1) the following addresses of the Public Offer Underwriters:

**Pacific Foundation Securities Limited** 11/F, New World Tower II,  
16-18 Queen’s Road Central,  
Hong Kong

**Quasar Securities Co., Limited** Unit A, 12/F, Harbour Commercial Building,  
122-124 Connaught Road Central,  
Sheung Wan, Hong Kong

**Sunfund Securities Limited** Unit 702-3, 7/F,  
100 Queen’s Road Central,  
Hong Kong

(2) the following branches of Industrial and Commercial Bank of China (Asia) Limited:

<b>District</b>	<b>Branch Name</b>	<b>Address</b>
Hong Kong Island	Central branch	1/F., 9 Queen's Road Central, Hong Kong
	Admiralty branch	Shop 1013-1014, 1/F, United Centre, 95 Queensway, Admiralty, Hong Kong
Kowloon	Tsim Sha Tsui branch	Shop 1&2, G/F, No. 35-37 Hankow Road, Tsim Sha Tsui, Kowloon
	Mong Kok branch	G/F, Belgian Bank Building, 721-725 Nathan Road, Mong Kok, Kowloon
New Territories	Tsuen Wan Castle Peak Road Branch	G/F, 423-427 Castle Peak Road, Tsuen Wan, New Territories

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Monday, 30 April 2018 to 12:00 noon on Friday, 4 May 2018 from the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong or from your stockbroker.

#### **Time for Lodging Application Forms**

Your completed **WHITE** or **YELLOW** Application Form, together with a cheque or a banker's cashier order attached and marked payable to "ICBC (Asia) Nominee Limited – ST International 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:

**Monday, 30 April 2018 – 9:00 a.m. to 5:00 p.m.**  
**Wednesday, 2 May 2018 – 9:00 a.m. to 5:00 p.m.**  
**Thursday, 3 May 2018 – 9:00 a.m. to 5:00 p.m.**  
**Friday, 4 May 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 Friday, 4 May 2018, the last application day or such later time described in the paragraph headed "How to apply for Public Offer Shares – 10. Effect of bad weather on the opening of the application lists" in the Prospectus.

Applicants may apply online through the designated website of the **HK eIPO White Form** Service Provider at **www.hkeipo.hk** (24 hours daily, except the last application day) from 9:00 a.m. on Monday, 30 April 2018 until 11:30 a.m. on Friday, 4 May 2018 or such later date as may apply as described in the section headed “How to apply for Public Offer Shares – 10. Effect of bad weather on the opening of the application lists” in the Prospectus.

CCASS Participants can input electronic application instructions from 9:00 a.m. on Monday, 30 April 2018 until 12:00 noon on Friday, 4 May 2018 or such later time as described in the section “How to apply for Public Offer Shares – 10. Effect of bad weather on the opening of the application lists” in the Prospectus.

## **PUBLICATION OF RESULTS**

The Company expects to announce the final Offer Price, the indication of the level of interest in the Placing, the level of applications in the Public Offer and the basis of allocation of the Public Offer Shares on Tuesday, 15 May 2018, (i) on the Company’s website at **www.smart-team.cn**; and (ii) on 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 Public Offer will be available through a variety of channels from Tuesday, 15 May 2018 in the manner described in the paragraph headed “How to apply for Public Offer Shares – 11. Publication of results” in the Prospectus. The allotment results announcement will also contain information on whether the Offer Size Adjustment Option has been exercised and will confirm such option has lapsed and cannot be exercised at any future date if such option has not been exercised prior to 5:00 p.m. on the business day immediately preceding the date of the allotment results announcement.

Share certificates will only become valid at 8:00 a.m. on the Listing Date provided that the Share Offer has become unconditional and the right of termination described in the section headed “Underwriting – Underwriting arrangement and expenses – Grounds for termination” in the Prospectus has not been exercised. No temporary documents of title will be issued by the Company and no receipt will be issued for the subscription monies for the Offer Shares. If the Share Offer does not become unconditional or the Underwriting Agreements are terminated in accordance with its terms, the Company will make an announcement on the Stock Exchange’s website at **www.hkexnews.hk** and the Company’s website at **www.smart-team.cn** on the next business day following such lapse.

Assuming that the Share Offer becomes unconditional at or before 8:00 a.m. on Wednesday, 16 May 2018, it is expected that dealings in the Shares on the Stock Exchange will commence at 9:00 a.m. on Wednesday, 16 May 2018. The Shares will be traded in board lots of 5,000 Shares each. The stock code of the Shares is 8521.

By order of the Board  
**ST International Holdings Company Limited**  
**Wong Kai Hung Kelvin**  
*Chairman and executive Director*

Hong Kong, 30 April 2018

*As at the date of this announcement, the Board comprises three executive Directors, namely, Mr. Wong Kai Hung Kelvin, Mr. Xi Bin and Mr. Hung Yuk Miu, and three independent non-executive Directors, namely, Mr. Ng Wing Heng Henry, Mr. Sze Irons BBS JP and Mr. Fong Kin Tat.*

*This announcement, for which all the Directors jointly and severally 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 in this announcement misleading.*

*This announcement and a copy of the Prospectus will remain on the Stock Exchange's website 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 date of its posting. This announcement and a copy of the Prospectus will also be published on the Company's website at [www.smart-team.cn](http://www.smart-team.cn).*